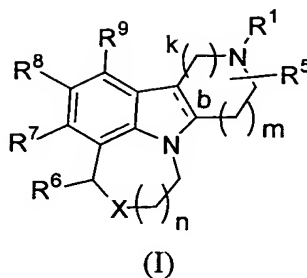


CLAIMS

What is claimed is:

- 5 1. A compound of the formula (I):



or stereoisomers or pharmaceutically acceptable salt forms thereof, wherein:

10

b is a single bond or a double bond;

X is -O-, -S-, -S(=O)-, -S(=O)₂-, or -NR¹⁰-;

- 15 R¹ is selected from

H,

C(=O)R²,

C(=O)OR²,

C₁₋₈ alkyl,

20

C₂₋₈ alkenyl,

C₂₋₈ alkynyl,

C₃₋₇ cycloalkyl,

C₁₋₆ alkyl substituted with Z,

C₂₋₆ alkenyl substituted with Z,

25

C₂₋₆ alkynyl substituted with Z,

C₃₋₆ cycloalkyl substituted with Z,

aryl substituted with Z,

5-6 membered heterocyclic ring system containing at least one heteroatom

selected from the group consisting of N, O, and S, said heterocyclic

30

ring system substituted with Z;

C₁₋₃ alkyl substituted with Y,

C₂₋₃ alkenyl substituted with Y,

C₂₋₃ alkynyl substituted with Y,

C₁₋₆ alkyl substituted with 0-2 R²,
 C₂₋₆ alkenyl substituted with 0-2 R²,
 C₂₋₆ alkynyl substituted with 0-2 R²,
 aryl substituted with 0-2 R², and
 5 5-6 membered heterocyclic ring system containing at least one heteroatom
 selected from the group consisting of N, O, and S, said heterocyclic
 ring system substituted with 0-2 R²;

Y is selected from
 10 C₃₋₆ cycloalkyl substituted with Z,
 aryl substituted with Z,
 5-6 membered heterocyclic ring system containing at least one heteroatom
 selected from the group consisting of N, O, and S, said heterocyclic
 ring system substituted with Z;
 15 C₃₋₆ cycloalkyl substituted with -(C₁₋₃ alkyl)-Z,
 aryl substituted with -(C₁₋₃ alkyl)-Z, and
 5-6 membered heterocyclic ring system containing at least one heteroatom
 selected from the group consisting of N, O, and S, said heterocyclic
 ring system substituted with -(C₁₋₃ alkyl)-Z;

20 Z is selected from H,
 -CH(OH)R²,
 -C(ethylenedioxy)R²,
 -OR²,
 25 -SR²,
 -NR²R³,
 -C(O)R²,
 -C(O)NR²R³,
 -NR³C(O)R²,
 30 -C(O)OR²,
 -OC(O)R²,
 -CH(=NR⁴)NR²R³,
 -NHC(=NR⁴)NR²R³,
 -S(O)R²,
 35 -S(O)₂R²,
 -S(O)₂NR²R³, and -NR³S(O)₂R²;

- R², at each occurrence, is independently selected from
- halo,
 - C₁₋₃ haloalkyl,
 - C₁₋₄ alkyl,
 - 5 C₂₋₄ alkenyl,
 - C₂₋₄ alkynyl,
 - C₃₋₆ cycloalkyl,
 - aryl substituted with 0-5 R⁴²;
 - C₃₋₁₀ carbocyclic residue substituted with 0-3 R⁴¹, and
 - 10 5-10 membered heterocyclic ring system containing from 1-4 heteroatoms
selected from the group consisting of N, O, and S substituted with 0-3
R⁴¹;
- R³, at each occurrence, is independently selected from
- 15 H, C₁₋₄ alkyl, C₂₋₄ alkenyl, C₂₋₄ alkynyl, and
C₁₋₄ alkoxy;
- alternatively, R² and R³ join to form a 5- or 6-membered ring optionally substituted
with -O- or -N(R⁴)-;
- 20 R⁴, at each occurrence, is independently selected from H and C₁₋₄ alkyl;
- R⁵ is H or C₁₋₄ alkyl;
- 25 R⁶ is H or C₁₋₄ alkyl;
- R⁷ and R⁹, at each occurrence, are independently selected from
- H, halo, -CF₃, -OCF₃, -OH, -CN, -NO₂, -NR⁴⁶R⁴⁷,
 - C₁₋₈ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, C₁₋₄ haloalkyl, C₁₋₈ alkoxy, (C₁₋₄
 - 30 haloalkyl)oxy,
 - C₃₋₁₀ cycloalkyl substituted with 0-2 R³³,
 - C₁₋₄ alkyl substituted with 0-2 R¹¹,
 - C₃₋₁₀ carbocyclic residue substituted with 0-3 R³³,
 - aryl substituted with 0-5 R³³,
 - 35 5-10 membered heterocyclic ring system containing from 1-4 heteroatoms
selected from the group consisting of N, O, and S substituted with 0-3
R³¹;

OR¹², SR¹², NR¹²R¹³, C(O)H, C(O)R¹², C(O)NR¹²R¹³, NR¹⁴C(O)R¹²,
 C(O)OR¹², OC(O)R¹², OC(O)OR¹², CH(=NR¹⁴)NR¹²R¹³,
 NHC(=NR¹⁴)NR¹²R¹³, S(O)R¹², S(O)₂R¹², S(O)NR¹²R¹³,
 5 S(O)₂NR¹²R¹³, NR¹⁴S(O)R¹², NR¹⁴S(O)₂R¹², NR¹²C(O)R¹⁵,
 NR¹²C(O)OR¹⁵, NR¹²S(O)₂R¹⁵, and NR¹²C(O)NHR¹⁵;

R⁸ is selected from

H, halo, -CF₃, -OCF₃, -OH, -CN, -NO₂,
 10 C₁₋₈ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, C₁₋₄ haloalkyl, C₁₋₈ alkoxy, (C₁₋₄
 haloalkyl)oxy,
 C₃₋₁₀ cycloalkyl substituted with 0-2 R³³,
 C₁₋₄ alkyl substituted with 0-2 R¹¹,
 C₂₋₄ alkenyl substituted with 0-2 R¹¹,
 15 C₂₋₄ alkynyl substituted with 0-1 R¹¹,
 C₃₋₁₀ carbocyclic residue substituted with 0-3 R³³,
 aryl substituted with 0-5 R³³,
 5-10 membered heterocyclic ring system containing from 1-4 heteroatoms
 selected from the group consisting of N, O, and S substituted with 0-3
 20 R³¹;

OR¹², SR¹², NR¹²R¹³, C(O)H, C(O)R¹², C(O)NR¹²R¹³, NR¹⁴C(O)R¹²,
 C(O)OR¹², OC(O)R¹², OC(O)OR¹², CH(=NR¹⁴)NR¹²R¹³,
 NHC(=NR¹⁴)NR¹²R¹³, S(O)R¹², S(O)₂R¹², S(O)NR¹²R¹³,
 25 S(O)₂NR¹²R¹³, NR¹⁴S(O)R¹², NR¹⁴S(O)₂R¹², NR¹²C(O)R¹⁵,
 NR¹²C(O)OR¹⁵, NR¹²S(O)₂R¹⁵, and NR¹²C(O)NHR¹⁵;

R¹⁰ is selected from H,

C₁₋₄ alkyl substituted with 0-2 R^{10A},
 30 C₂₋₄ alkenyl substituted with 0-2 R^{10A},
 C₂₋₄ alkynyl substituted with 0-1 R^{10A}, and
 C₁₋₄ alkoxy;

R^{10A} is selected from

35 C₁₋₄ alkoxy,
 C₃₋₆ carbocyclic residue substituted with 0-3 R³³,

phenyl substituted with 0-3 R³³, and
 5-6 membered heterocyclic ring system containing 1, 2, or 3 heteroatoms
 selected from the group consisting of N, O, and S; substituted with 0-2
 R⁴⁴;

5

R¹¹ is selected from

H, halo, -CF₃, -CN, -NO₂,

C₁₋₈ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, C₁₋₄ haloalkyl, C₁₋₈ alkoxy, C₃₋₁₀
 cycloalkyl,

10

C₃₋₁₀ carbocyclic residue substituted with 0-3 R³³,

aryl substituted with 0-5 R³³,

5-10 membered heterocyclic ring system containing from 1-4 heteroatoms
 selected from the group consisting of N, O, and S substituted with 0-3
 R³¹;

15

OR¹², SR¹², NR¹²R¹³, C(O)H, C(O)R¹², C(O)NR¹²R¹³, NR¹⁴C(O)R¹²,
 C(O)OR¹², OC(O)R¹², OC(O)OR¹², CH(=NR¹⁴)NR¹²R¹³,
 NHC(=NR¹⁴)NR¹²R¹³, S(O)R¹², S(O)₂R¹², S(O)NR¹²R¹³,
 S(O)₂NR¹²R¹³, NR¹⁴S(O)R¹², NR¹⁴S(O)₂R¹², NR¹²C(O)R¹⁵,
 NR¹²C(O)OR¹⁵, NR¹²S(O)₂R¹⁵, and NR¹²C(O)NHR¹⁵;

20

R¹², at each occurrence, is independently selected from

C₁₋₄ alkyl substituted with 0-1 R^{12a},

C₂₋₄ alkenyl substituted with 0-1 R^{12a},

25

C₂₋₄ alkynyl substituted with 0-1 R^{12a},

C₃₋₆ cycloalkyl substituted with 0-3 R³³,

aryl substituted with 0-5 R³³;

C₃₋₁₀ carbocyclic residue substituted with 0-3 R³³, and

5-10 membered heterocyclic ring system containing from 1-4 heteroatoms

30

selected from the group consisting of N, O, and S substituted with 0-3
 R³¹;

R^{12a}, at each occurrence, is independently selected from

phenyl substituted with 0-5 R³³;

35

C₃₋₁₀ carbocyclic residue substituted with 0-3 R³³, and

5-10 membered heterocyclic ring system containing from 1-4 heteroatoms selected from the group consisting of N, O, and S substituted with 0-3 R³¹;

5 R¹³, at each occurrence, is independently selected from H, C₁₋₄ alkyl, C₂₋₄ alkenyl, and C₂₋₄ alkynyl;

alternatively, R¹² and R¹³ join to form a 5- or 6-membered ring optionally substituted with -O- or -N(R¹⁴)-;

10

alternatively, R¹² and R¹³ when attached to N may be combined to form a 9- or 10-membered bicyclic heterocyclic ring system containing from 1-3 heteroatoms selected from the group consisting of N, O, and S, wherein said bicyclic heterocyclic ring system is unsaturated or partially saturated, wherein said

15

bicyclic heterocyclic ring system is substituted with 0-3 R¹⁶;

R¹⁴, at each occurrence, is independently selected from H and C₁₋₄ alkyl;

20 R¹⁵, at each occurrence, is independently selected from H, C₁₋₄ alkyl, C₂₋₄ alkenyl, and C₂₋₄ alkynyl;

R¹⁶, at each occurrence, is independently selected from H, OH, halo, CN, NO₂, CF₃, SO₂R⁴⁵, NR⁴⁶R⁴⁷, -C(=O)H, C₁₋₄ alkyl, C₂₋₄ alkenyl, C₂₋₄ alkynyl, C₁₋₄ haloalkyl, C₁₋₃ haloalkyl-oxy-, C₁₋₃ alkyloxy-, and =O;

25

R³¹, at each occurrence, is independently selected from CN, NO₂, -OCF₃, -OCH₂CF₃, -C(=O)H, -C(=O)NH₂, -C(=O)OCH₃, phenyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₃₋₆ cycloalkyl, C₁₋₄ haloalkyl, C₁₋₄ haloalkyl-oxy-, C₁₋₄ alkyloxy-, C₁₋₄ alkylthio-, C₁₋₄ alkyl-C(=O)-, C₁₋₄ alkyl-OC(=O)-, C₁₋₄ alkyl-C(=O)O-, C₁₋₄ alkyl-C(=O)NH-, C₁₋₄ alkyl-NHC(=O)-, (C₁₋₄ alkyl)₂NC(=O)-, C₃₋₆ cycloalkyl-oxy-, C₃₋₆ cycloalkylmethyl-oxy-; C₁₋₆ alkyl substituted with OH, methoxy, ethoxy, propoxy, butoxy, -SO₂R⁴⁵, -NR⁴⁶R⁴⁷, NR⁴⁶R⁴⁷C(=O)-, or (C₁₋₄ alkyl)CO₂-; and C₂₋₆ alkenyl substituted with OH, methoxy, ethoxy, propoxy, butoxy, -SO₂R⁴⁵, -NR⁴⁶R⁴⁷, NR⁴⁶R⁴⁷C(=O)-, or (C₁₋₄ alkyl)CO₂-;

35

R³³, at each occurrence, is independently selected from

H, OH, halo, CN, NO₂, CF₃, -OCF₃, -OCH₂CF₃, SO₂R⁴⁵, NR⁴⁶R⁴⁷, -
 C(=O)H, =O, -C(=O)NH₂, -C(=O)OCH₃, phenyl, C₁₋₆ alkyl, C₂₋₆ alkenyl,
 C₂₋₆ alkynyl, C₃₋₆ cycloalkyl, C₁₋₄ haloalkyl, C₁₋₄ haloalkyl-oxy-, C₁₋₄
 5 alkyloxy-, C₁₋₄ alkylthio-, C₁₋₄ alkyl-C(=O)-, C₁₋₄ alkyl-OC(=O)-, C₁₋₄
 alkyl-C(=O)O-, C₁₋₄ alkyl-C(=O)NH-, C₁₋₄ alkyl-NHC(=O)-, (C₁₋₄
 alkyl)₂NC(=O)-, C₃₋₆ cycloalkyl-oxy-, C₃₋₆ cycloalkylmethyl-oxy-; C₁₋₆
 alkyl substituted with OH, methoxy, ethoxy, propoxy, butoxy, -SO₂R⁴⁵, -
 NR⁴⁶R⁴⁷, NR⁴⁶R⁴⁷C(=O)-, or (C₁₋₄ alkyl)CO₂-; and C₂₋₆ alkenyl
 10 substituted with OH, methoxy, ethoxy, propoxy, butoxy, -SO₂R⁴⁵, -
 NR⁴⁶R⁴⁷, NR⁴⁶R⁴⁷C(=O)-, or (C₁₋₄ alkyl)CO₂-;

R⁴¹, at each occurrence, is independently selected from

H, CF₃, halo, OH, CO₂H, SO₂R⁴⁵, NR⁴⁶R⁴⁷, NO₂, CN, =O;
 15 C₂₋₈ alkenyl, C₂₋₈ alkynyl, C₁₋₄ alkoxy, C₁₋₄ haloalkyl
 C₁₋₄ alkyl substituted with 0-1 R⁴³,
 aryl substituted with 0-3 R⁴², and
 5-10 membered heterocyclic ring system containing from 1-4 heteroatoms
 selected from the group consisting of N, O, and S substituted with 0-3
 20 R⁴⁴;

R⁴², at each occurrence, is independently selected from

H, CF₃, halo, OH, CO₂H, SO₂R⁴⁵, SO₂R⁴⁵, SR⁴⁵, NR⁴⁶SO₂R⁴⁵,
 NR⁴⁶COR⁴⁵, NR⁴⁶R⁴⁷, NO₂, CN, CH(=NH)NH₂, NHC(=NH)NH₂,
 25 C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₄ alkoxy, C₁₋₄ haloalkyl, C₃₋₆ cycloalkyl,
 C₁₋₄ alkyl substituted with 0-1 R⁴³,
 aryl substituted with 0-3 R⁴⁴, and
 5-10 membered heterocyclic ring system containing from 1-4 heteroatoms
 selected from the group consisting of N, O, and S substituted with 0-3
 30 R⁴⁴;

R⁴³ is C₃₋₆ cycloalkyl or aryl substituted with 0-3 R⁴⁴;

R⁴⁴, at each occurrence, is independently selected from H, halo, -OH, NR⁴⁶R⁴⁷,
 35 CO₂H, SO₂R⁴⁵, -CF₃, -OCF₃, -CN, -NO₂, C₁₋₄ alkyl, and C₁₋₄ alkoxy;

R⁴⁵ is C₁₋₄ alkyl;

R⁴⁶, at each occurrence, is independently selected from H and C₁₋₄ alkyl;

- 5 R⁴⁷, at each occurrence, is independently selected from H, C₁₋₄ alkyl, -C(=O)NH(C₁₋₄ alkyl), -SO₂(C₁₋₄ alkyl), -C(=O)O(C₁₋₄ alkyl), -C(=O)(C₁₋₄ alkyl), and -C(=O)H;

k is 1 or 2;

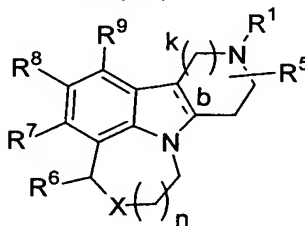
10 m is 0 or 1; and

n is 1 or 2;

provided that when b is a double bond; n is 1; m is 1; k is 1; X is -O-, -S-, -S(=O)-, or -SO₂-; and the three substituents of R⁷, R⁸, and R⁹, consist of i) three hydrogens, ii)

- 15 two hydrogens and one chloro, or iii) two hydrogens and one methyl; then R¹ must contain the substituent Z or Y.

2. A compound of Claim 1 of Formula (I-a):



(I-a)

wherein:

X is -O-, -S-, -S(=O)-, -S(=O)₂-, or -NR¹⁰-;

R¹ is selected from

- 25 H,
C(=O)R²,
C(=O)OR²,
C₁₋₈ alkyl,
C₂₋₈ alkenyl,
30 C₂₋₈ alkynyl,
C₃₋₇ cycloalkyl,
C₁₋₆ alkyl substituted with 0-2 R²,
C₂₋₆ alkenyl substituted with 0-2 R²,

C₂₋₆ alkynyl substituted with 0-2 R²,
 aryl substituted with 0-2 R², and
 5-6 membered heterocyclic ring system containing at least one heteroatom
 selected from the group consisting of N, O, and S, said heterocyclic
 5 ring system substituted with 0-2 R²;

R², at each occurrence, is independently selected from
 F, Cl, CH₂F, CHF₂, CF₃,
 C₁₋₄ alkyl,
 10 C₂₋₄ alkenyl,
 C₂₋₄ alkynyl,
 C₃₋₆ cycloalkyl,
 phenyl substituted with 0-5 R⁴²;
 C₃₋₁₀ carbocyclic residue substituted with 0-3 R⁴¹, and
 15 5-10 membered heterocyclic ring system containing from 1-4 heteroatoms
 selected from the group consisting of N, O, and S substituted with 0-3
 R⁴¹;

20 R⁵ is H, methyl, ethyl, propyl, or butyl;

R⁶ is H, methyl, ethyl, propyl, or butyl;

R⁷ and R⁹, at each occurrence, are independently selected from
 H, halo, -CF₃, -OCF₃, -OH, -CN, -NO₂, -NR⁴⁶R⁴⁷,
 25 C₁₋₈ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, C₁₋₄ haloalkyl, C₁₋₈ alkoxy, (C₁₋₄
 haloalkyl)oxy,
 C₃₋₁₀ cycloalkyl substituted with 0-2 R³³,
 C₁₋₄ alkyl substituted with 0-2 R¹¹,
 C₃₋₁₀ carbocyclic residue substituted with 0-3 R³³,
 30 aryl substituted with 0-5 R³³,
 5-10 membered heterocyclic ring system containing from 1-4 heteroatoms
 selected from the group consisting of N, O, and S substituted with 0-3
 R³¹;

35 OR¹², SR¹², NR¹²R¹³, C(O)H, C(O)R¹², C(O)NR¹²R¹³, NR¹⁴C(O)R¹²,
 C(O)OR¹², OC(O)R¹², OC(O)OR¹², CH(=NR¹⁴)NR¹²R¹³,
 NHC(=NR¹⁴)NR¹²R¹³, S(O)R¹², S(O)₂R¹², S(O)NR¹²R¹³,

$S(O)_2NR^{12}R^{13}$, $NR^{14}S(O)R^{12}$, $NR^{14}S(O)_2R^{12}$, $NR^{12}C(O)R^{15}$,
 $NR^{12}C(O)OR^{15}$, $NR^{12}S(O)_2R^{15}$, and $NR^{12}C(O)NHR^{15}$;

R^8 is selected from

- 5 H, halo, $-CF_3$, $-OCF_3$, $-OH$, $-CN$, $-NO_2$,
 C_{1-8} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, C_{1-4} haloalkyl, C_{1-8} alkoxy, $(C_{1-4}$
haloalkyl)oxy,
 C_{3-10} cycloalkyl substituted with 0-2 R^{33} ,
 C_{1-4} alkyl substituted with 0-2 R^{11} ,
10 C_{2-4} alkenyl substituted with 0-2 R^{11} ,
 C_{2-4} alkynyl substituted with 0-1 R^{11} ,
 C_{3-10} carbocyclic residue substituted with 0-3 R^{33} ,
aryl substituted with 0-5 R^{33} ,
5-10 membered heterocyclic ring system containing from 1-4 heteroatoms
15 selected from the group consisting of N, O, and S substituted with 0-3
 R^{31} ;

- OR^{12} , SR^{12} , $NR^{12}R^{13}$, $C(O)H$, $C(O)R^{12}$, $C(O)NR^{12}R^{13}$, $NR^{14}C(O)R^{12}$,
 $C(O)OR^{12}$, $OC(O)R^{12}$, $OC(O)OR^{12}$, $CH(=NR^{14})NR^{12}R^{13}$,
20 $NHC(=NR^{14})NR^{12}R^{13}$, $S(O)R^{12}$, $S(O)_2R^{12}$, $S(O)NR^{12}R^{13}$,
 $S(O)_2NR^{12}R^{13}$, $NR^{14}S(O)R^{12}$, $NR^{14}S(O)_2R^{12}$, $NR^{12}C(O)R^{15}$,
 $NR^{12}C(O)OR^{15}$, $NR^{12}S(O)_2R^{15}$, and $NR^{12}C(O)NHR^{15}$;

R^{10} is selected from H, C_{1-4} alkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, and C_{1-4} alkoxy;

25

R^{11} is selected from

- H, halo, $-CF_3$, $-CN$, $-NO_2$,
 C_{1-8} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, C_{1-4} haloalkyl, C_{1-8} alkoxy, C_{3-10}
cycloalkyl,
30 C_{3-10} carbocyclic residue substituted with 0-3 R^{33} ,
aryl substituted with 0-5 R^{33} ,
5-10 membered heterocyclic ring system containing from 1-4 heteroatoms
selected from the group consisting of N, O, and S substituted with 0-3
 R^{31} ;

35

OR¹², SR¹², NR¹²R¹³, C(O)H, C(O)R¹², C(O)NR¹²R¹³, NR¹⁴C(O)R¹²,
 C(O)OR¹², OC(O)R¹², OC(O)OR¹², CH(=NR¹⁴)NR¹²R¹³,
 NHC(=NR¹⁴)NR¹²R¹³, S(O)R¹², S(O)₂R¹², S(O)NR¹²R¹³,
 S(O)₂NR¹²R¹³, NR¹⁴S(O)R¹², NR¹⁴S(O)₂R¹², NR¹²C(O)R¹⁵,
 5 NR¹²C(O)OR¹⁵, NR¹²S(O)₂R¹⁵, and NR¹²C(O)NHR¹⁵;

R¹², at each occurrence, is independently selected from
 C₁₋₄ alkyl substituted with 0-1 R^{12a},
 C₂₋₄ alkenyl substituted with 0-1 R^{12a},
 10 C₂₋₄ alkynyl substituted with 0-1 R^{12a},
 C₃₋₆ cycloalkyl substituted with 0-3 R³³,
 aryl substituted with 0-5 R³³,
 C₃₋₁₀ carbocyclic residue substituted with 0-3 R³³, and
 5-10 membered heterocyclic ring system containing from 1-4 heteroatoms
 15 selected from the group consisting of N, O, and S substituted with 0-3
 R³¹;

R^{12a}, at each occurrence, is independently selected from
 phenyl substituted with 0-5 R³³,
 20 C₃₋₁₀ carbocyclic residue substituted with 0-3 R³³, and
 5-10 membered heterocyclic ring system containing from 1-4 heteroatoms
 selected from the group consisting of N, O, and S substituted with 0-3
 R³¹;

25 R¹³, at each occurrence, is independently selected from
 H, C₁₋₄ alkyl, C₂₋₄ alkenyl, and C₂₋₄ alkynyl;

alternatively, R¹² and R¹³ join to form a 5- or 6-membered ring optionally
 substituted with -O- or -N(R¹⁴)-;

30 alternatively, R¹² and R¹³ when attached to N may be combined to form a 9- or 10-
 membered bicyclic heterocyclic ring system containing from 1-3 heteroatoms
 selected from the group consisting of N, O, and S, wherein said bicyclic
 heterocyclic ring system is unsaturated or partially saturated, wherein said
 35 bicyclic heterocyclic ring system is substituted with 0-3 R¹⁶;

R¹⁴, at each occurrence, is independently selected from H and C₁₋₄ alkyl;

- R¹⁵, at each occurrence, is independently selected from
H, C₁₋₄ alkyl, C₂₋₄ alkenyl, and C₂₋₄ alkynyl;
- 5 R¹⁶, at each occurrence, is independently selected from
H, OH, halo, CN, NO₂, CF₃, SO₂R⁴⁵, NR⁴⁶R⁴⁷, -C(=O)H,
C₁₋₄ alkyl, C₂₋₄ alkenyl, C₂₋₄ alkynyl, C₁₋₄ haloalkyl,
C₁₋₃ haloalkyl-oxy-, C₁₋₃ alkyloxy- and =O;
- 10 R³¹, at each occurrence, is independently selected from CN, NO₂, -OCF₃, -
OCH₂CF₃, -C(=O)H, -C(=O)NH₂, -C(=O)OCH₃, phenyl, C₂₋₆ alkenyl, C₂₋₆
alkynyl, C₃₋₆ cycloalkyl, C₁₋₄ haloalkyl, C₁₋₄ haloalkyl-oxy-, C₁₋₄ alkyloxy-
15 , C₁₋₄ alkylthio-, C₁₋₄ alkyl-C(=O)-, C₁₋₄ alkyl-OC(=O)-, C₁₋₄ alkyl-
C(=O)O-, C₁₋₄ alkyl-C(=O)NH-, C₁₋₄ alkyl-NHC(=O)-, (C₁₋₄
alkyl)₂NC(=O)-, C₃₋₆ cycloalkyl-oxy-, C₃₋₆ cycloalkylmethyl-oxy-; C₁₋₆
alkyl substituted with OH, methoxy, ethoxy, propoxy, butoxy, -SO₂R⁴⁵, -
NR⁴⁶R⁴⁷, NR⁴⁶R⁴⁷C(=O)-, or (C₁₋₄ alkyl)CO₂-; and C₂₋₆ alkenyl
substituted with OH, methoxy, ethoxy, propoxy, butoxy, -SO₂R⁴⁵, -
NR⁴⁶R⁴⁷, NR⁴⁶R⁴⁷C(=O)-, or (C₁₋₄ alkyl)CO₂-;
- 20 R³³, at each occurrence, is independently selected from
H, OH, halo, CN, NO₂, CF₃, -OCF₃, -OCH₂CF₃, SO₂R⁴⁵, NR⁴⁶R⁴⁷, -
C(=O)H, =O, -C(=O)NH₂, -C(=O)OCH₃, phenyl, C₁₋₆ alkyl, C₂₋₆ alkenyl,
C₂₋₆ alkynyl, C₃₋₆ cycloalkyl, C₁₋₄ haloalkyl, C₁₋₄ haloalkyl-oxy-, C₁₋₄
25 alkyloxy-, C₁₋₄ alkylthio-, C₁₋₄ alkyl-C(=O)-, C₁₋₄ alkyl-OC(=O)-, C₁₋₄
alkyl-C(=O)O-, C₁₋₄ alkyl-C(=O)NH-, C₁₋₄ alkyl-NHC(=O)-, (C₁₋₄
alkyl)₂NC(=O)-, C₃₋₆ cycloalkyl-oxy-, C₃₋₆ cycloalkylmethyl-oxy-; C₁₋₆
alkyl substituted with OH, methoxy, ethoxy, propoxy, butoxy, -SO₂R⁴⁵, -
NR⁴⁶R⁴⁷, NR⁴⁶R⁴⁷C(=O)-, or (C₁₋₄ alkyl)CO₂-; and C₂₋₆ alkenyl
30 substituted with OH, methoxy, ethoxy, propoxy, butoxy, -SO₂R⁴⁵, -
NR⁴⁶R⁴⁷, NR⁴⁶R⁴⁷C(=O)-, or (C₁₋₄ alkyl)CO₂-;
- R⁴¹, at each occurrence, is independently selected from
H, CF₃, halo, OH, CO₂H, SO₂R⁴⁵, NR⁴⁶R⁴⁷, NO₂, CN;
35 C₂₋₈ alkenyl, C₂₋₈ alkynyl, C₁₋₄ alkoxy, C₁₋₄ haloalkyl
C₁₋₄ alkyl substituted with 0-1 R⁴³,

aryl substituted with 0-3 R⁴², and
 5-10 membered heterocyclic ring system containing from 1-4 heteroatoms
 selected from the group consisting of N, O, and S substituted with 0-3
 R⁴⁴;

5

R⁴², at each occurrence, is independently selected from
 H, CF₃, halo, OH, CO₂H, SO₂R⁴⁵, NR⁴⁶R⁴⁷, NO₂, CN, CH(=NH)NH₂,
 NHC(=NH)NH₂,
 C₂-6 alkenyl, C₂-6 alkynyl, C₁-4 alkoxy, C₁-4 haloalkyl, C₃-6 cycloalkyl,
 10 C₁-4 alkyl substituted with 0-1 R⁴³,
 aryl substituted with 0-3 R⁴⁴, and
 5-10 membered heterocyclic ring system containing from 1-4 heteroatoms
 selected from the group consisting of N, O, and S substituted with 0-3
 R⁴⁴;

15

R⁴³ is C₃-6 cycloalkyl or aryl substituted with 0-3 R⁴⁴;

R⁴⁴, at each occurrence, is independently selected from H, halo, -OH, NR⁴⁶R⁴⁷,
 CO₂H, SO₂R⁴⁵, -CF₃, -OCF₃, -CN, -NO₂, C₁-4 alkyl, and C₁-4 alkoxy;

20

R⁴⁵ is C₁-4 alkyl;

R⁴⁶, at each occurrence, is independently selected from H and C₁-4 alkyl;

25

R⁴⁷, at each occurrence, is independently selected from H and C₁-4 alkyl;

k is 1 or 2; and

n is 1 or 2.

30

3. A compound of Claim 2 wherein:

X is -O-, -S-, or -NH-;

35

R¹ is selected from
 H,
 C(=O)R²,

- C(=O)OR²,
 C₁₋₆ alkyl,
 C₂₋₆ alkenyl,
 C₂₋₆ alkynyl,
 5 C₃₋₆ cycloalkyl,
 C₁₋₄ alkyl substituted with 0-2 R²,
 C₂₋₄ alkenyl substituted with 0-2 R², and
 C₂₋₄ alkynyl substituted with 0-2 R²;
- 10 R², at each occurrence, is independently selected from
 C₁₋₄ alkyl,
 C₂₋₄ alkenyl,
 C₂₋₄ alkynyl,
 C₃₋₆ cycloalkyl,
 15 phenyl substituted with 0-5 R⁴²;
 C₃₋₁₀ carbocyclic residue substituted with 0-3 R⁴¹, and
 5-10 membered heterocyclic ring system containing from 1-4 heteroatoms
 selected from the group consisting of N, O, and S substituted with 0-3
 R⁴¹;
- 20 R⁵ is H, methyl, ethyl, propyl, or butyl;
- R⁶ is H, methyl, ethyl, propyl, or butyl;
- 25 R⁷ and R⁹, at each occurrence, are independently selected from
 H, halo, -CF₃, -OCF₃, -OH, -CN, -NO₂, -NR⁴⁶R⁴⁷,
 C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, C₁₋₆ alkoxy, (C₁₋₄
 haloalkyl)oxy,
 C₃₋₁₀ cycloalkyl substituted with 0-2 R³³,
 30 C₁₋₄ alkyl substituted with 0-2 R¹¹,
 C₃₋₁₀ carbocyclic residue substituted with 0-3 R³³,
 aryl substituted with 0-5 R³³,
 5-10 membered heterocyclic ring system containing from 1-4 heteroatoms
 selected from the group consisting of N, O, and S substituted with 0-3
 35 R³¹;

OR¹², SR¹², NR¹²R¹³, C(O)H, C(O)R¹², C(O)NR¹²R¹³, NR¹⁴C(O)R¹²,
 C(O)OR¹², OC(O)R¹², OC(O)OR¹², CH(=NR¹⁴)NR¹²R¹³,
 NHC(=NR¹⁴)NR¹²R¹³, S(O)R¹², S(O)₂R¹², S(O)NR¹²R¹³,
 S(O)₂NR¹²R¹³, NR¹⁴S(O)R¹², and NR¹⁴S(O)₂R¹²;

5

R⁸ is selected from

H, halo, -CF₃, -OCF₃, -OH, -CN, -NO₂,

C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₆ haloalkyl, C₁₋₆ alkoxy, (C₁₋₄
 haloalkyl)oxy,

10

C₃₋₁₀ cycloalkyl substituted with 0-2 R³³,

C₁₋₄ alkyl substituted with 0-2 R¹¹,

C₂₋₄ alkenyl substituted with 0-2 R¹¹,

C₂₋₄ alkynyl substituted with 0-1 R¹¹,

C₃₋₁₀ carbocyclic residue substituted with 0-3 R³³,

15

aryl substituted with 0-5 R³³,

5-10 membered heterocyclic ring system containing from 1-4 heteroatoms
 selected from the group consisting of N, O, and S substituted with 0-3
 R³¹;

20

OR¹², SR¹², NR¹²R¹³, C(O)H, C(O)R¹², C(O)NR¹²R¹³, NR¹⁴C(O)R¹²,
 C(O)OR¹², OC(O)R¹², OC(O)OR¹², CH(=NR¹⁴)NR¹²R¹³,
 NHC(=NR¹⁴)NR¹²R¹³, S(O)R¹², S(O)₂R¹², S(O)NR¹²R¹³,
 S(O)₂NR¹²R¹³, NR¹⁴S(O)R¹², NR¹⁴S(O)₂R¹², NR¹²C(O)R¹⁵,
 NR¹²C(O)OR¹⁵, NR¹²S(O)₂R¹⁵, and NR¹²C(O)NHR¹⁵;

25

R¹¹ is selected from

H, halo, -CF₃, -CN, -NO₂, C₁₋₆ alkyl,

C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₄ haloalkyl, C₁₋₆ alkoxy, C₃₋₁₀ cycloalkyl,

C₃₋₁₀ carbocyclic residue substituted with 0-3 R³³,

30

aryl substituted with 0-5 R³³,

5-10 membered heterocyclic ring system containing from 1-4 heteroatoms
 selected from the group consisting of N, O, and S substituted with 0-3
 R³¹;

35

OR¹², SR¹², NR¹²R¹³, C(O)H, C(O)R¹², C(O)NR¹²R¹³, NR¹⁴C(O)R¹²,
 C(O)OR¹², OC(O)R¹², OC(O)OR¹², CH(=NR¹⁴)NR¹²R¹³,

$\text{NHC}(=\text{NR}^{14})\text{NR}^{12}\text{R}^{13}$, $\text{S}(\text{O})\text{R}^{12}$, $\text{S}(\text{O})_2\text{R}^{12}$, $\text{S}(\text{O})\text{NR}^{12}\text{R}^{13}$,
 $\text{S}(\text{O})_2\text{NR}^{12}\text{R}^{13}$, $\text{NR}^{14}\text{S}(\text{O})\text{R}^{12}$, and $\text{NR}^{14}\text{S}(\text{O})_2\text{R}^{12}$;

R^{12} , at each occurrence, is independently selected from
 5 C_{1-4} alkyl substituted with 0-1 R^{12a} ,
 C_{2-4} alkenyl substituted with 0-1 R^{12a} ,
 C_{2-4} alkynyl substituted with 0-1 R^{12a} ,
 C_{3-6} cycloalkyl substituted with 0-3 R^{33} ,
 aryl substituted with 0-5 R^{33} ;
 10 C_{3-10} carbocyclic residue substituted with 0-3 R^{33} , and
 5-10 membered heterocyclic ring system containing from 1-4 heteroatoms
 selected from the group consisting of N, O, and S substituted with 0-3
 R^{31} ;

15 R^{12a} , at each occurrence, is independently selected from
 phenyl substituted with 0-5 R^{33} ;
 C_{3-10} carbocyclic residue substituted with 0-3 R^{33} , and
 5-10 membered heterocyclic ring system containing from 1-4 heteroatoms
 selected from the group consisting of N, O, and S substituted with 0-3
 20 R^{31} ;

R^{13} , at each occurrence, is independently selected from
 H, C_{1-4} alkyl, C_{2-4} alkenyl, and C_{2-4} alkynyl;

25 alternatively, R^{12} and R^{13} join to form a 5- or 6-membered ring optionally
 substituted with -O- or -N(R^{14})-;

alternatively, R^{12} and R^{13} when attached to N may be combined to form a 9- or 10-
 membered bicyclic heterocyclic ring system containing from 1-3 heteroatoms
 30 selected from the group consisting of N, O, and S, wherein said bicyclic
 heterocyclic ring system is unsaturated or partially saturated, wherein said
 bicyclic heterocyclic ring system is substituted with 0-3 R^{16} ;

R^{14} , at each occurrence, is independently selected from H, methyl, ethyl, propyl, and
 35 butyl;

R^{15} , at each occurrence, is independently selected from

H, C₁₋₄ alkyl, C₂₋₄ alkenyl, and C₂₋₄ alkynyl;

R¹⁶, at each occurrence, is independently selected from

H, OH, F, Cl, CN, NO₂, CF₃, SO₂R⁴⁵, NR⁴⁶R⁴⁷, -C(=O)H,
5 methyl, ethyl, methoxy, ethoxy, trifluoromethyl, trifluoromethoxy and =O;

R³¹, at each occurrence, is independently selected from CN, NO₂, -OCF₃, -

OCH₂CF₃, -C(=O)H, -C(=O)NH₂, -C(=O)OCH₃, phenyl, C₂₋₆ alkenyl, C₂₋₆
alkynyl, C₃₋₆ cycloalkyl, C₁₋₄ haloalkyl, C₁₋₄ haloalkyl-oxy-, C₁₋₄ alkyloxy-
10 , C₁₋₄ alkylthio-, C₁₋₄ alkyl-C(=O)-, C₁₋₄ alkyl-OC(=O)-, C₁₋₄ alkyl-
C(=O)O-, C₁₋₄ alkyl-C(=O)NH-, C₁₋₄ alkyl-NHC(=O)-, (C₁₋₄
alkyl)₂NC(=O)-, C₃₋₆ cycloalkyl-oxy-, C₃₋₆ cycloalkylmethyl-oxy-; C₁₋₆
alkyl substituted with OH, methoxy, ethoxy, propoxy, butoxy, -SO₂R⁴⁵, -
NR⁴⁶R⁴⁷, NR⁴⁶R⁴⁷C(=O)-, or (C₁₋₄ alkyl)CO₂-; and C₂₋₆ alkenyl
15 substituted with OH, methoxy, ethoxy, propoxy, butoxy, -SO₂R⁴⁵, -
NR⁴⁶R⁴⁷, NR⁴⁶R⁴⁷C(=O)-, or (C₁₋₄ alkyl)CO₂-;

R³³, at each occurrence, is independently selected from

H, OH, halo, CN, NO₂, CF₃, -OCF₃, -OCH₂CF₃, SO₂R⁴⁵, NR⁴⁶R⁴⁷, -
20 C(=O)H, =O, -C(=O)NH₂, -C(=O)OCH₃, phenyl, C₁₋₆ alkyl, C₂₋₆ alkenyl,
C₂₋₆ alkynyl, C₃₋₆ cycloalkyl, C₁₋₄ haloalkyl, C₁₋₄ haloalkyl-oxy-, C₁₋₄
alkyloxy-, C₁₋₄ alkylthio-, C₁₋₄ alkyl-C(=O)-, C₁₋₄ alkyl-OC(=O)-, C₁₋₄
alkyl-C(=O)O-, C₁₋₄ alkyl-C(=O)NH-, C₁₋₄ alkyl-NHC(=O)-, (C₁₋₄
alkyl)₂NC(=O)-, C₃₋₆ cycloalkyl-oxy-, C₃₋₆ cycloalkylmethyl-oxy-; C₁₋₆
25 alkyl substituted with OH, methoxy, ethoxy, propoxy, butoxy, -SO₂R⁴⁵, -
NR⁴⁶R⁴⁷, NR⁴⁶R⁴⁷C(=O)-, or (C₁₋₄ alkyl)CO₂-; and C₂₋₆ alkenyl
substituted with OH, methoxy, ethoxy, propoxy, butoxy, -SO₂R⁴⁵, -
NR⁴⁶R⁴⁷, NR⁴⁶R⁴⁷C(=O)-, or (C₁₋₄ alkyl)CO₂-;

30 R⁴¹, at each occurrence, is independently selected from

H, CF₃, halo, OH, CO₂H, SO₂R⁴⁵, NR⁴⁶R⁴⁷, NO₂, CN,
C₂₋₈ alkenyl, C₂₋₈ alkynyl, C₁₋₄ alkoxy, C₁₋₄ haloalkyl
C₁₋₄ alkyl substituted with 0-1 R⁴³,
aryl substituted with 0-3 R⁴², and

5-10 membered heterocyclic ring system containing from 1-4 heteroatoms selected from the group consisting of N, O, and S substituted with 0-3 R⁴⁴;

- 5 R⁴², at each occurrence, is independently selected from
H, CF₃, halo, OH, CO₂H, SO₂R⁴⁵, NR⁴⁶R⁴⁷, NO₂, CN, CH(=NH)NH₂,
NHC(=NH)NH₂,
C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₄ alkoxy, C₁₋₄ haloalkyl, C₃₋₆ cycloalkyl,
C₁₋₄ alkyl substituted with 0-1 R⁴³,
10 aryl substituted with 0-3 R⁴⁴, and
5-10 membered heterocyclic ring system containing from 1-4 heteroatoms
selected from the group consisting of N, O, and S substituted with 0-3
R⁴⁴;

- 15 R⁴³ is C₃₋₆ cycloalkyl or aryl substituted with 0-3 R⁴⁴;

R⁴⁴, at each occurrence, is independently selected from H, halo, -OH, NR⁴⁶R⁴⁷,
CO₂H, SO₂R⁴⁵, -CF₃, -OCF₃, -CN, -NO₂, C₁₋₄ alkyl, and C₁₋₄ alkoxy;

- 20 R⁴⁵ is C₁₋₄ alkyl;

R⁴⁶, at each occurrence, is independently selected from H and C₁₋₄ alkyl;

R⁴⁷, at each occurrence, is independently selected from H and C₁₋₄ alkyl;

- 25 k is 1 or 2; and

n is 1 or 2.

- 30 4. A compound of Claim 2 wherein:

X is -S-;

R¹ is selected from

- 35 H,
C₁₋₄ alkyl,
C₂₋₄ alkenyl,

C₂₋₄ alkynyl,
 C₃₋₄ cycloalkyl,
 C₁₋₃ alkyl substituted with 0-1 R²,
 C₂₋₃ alkenyl substituted with 0-1 R², and
 5 C₂₋₃ alkynyl substituted with 0-1 R²;

R², at each occurrence, is independently selected from
 C₁₋₄ alkyl,
 C₂₋₄ alkenyl,
 10 C₂₋₄ alkynyl,
 C₃₋₆ cycloalkyl,
 phenyl substituted with 0-5 R⁴²;
 C₃₋₆ carbocyclic residue substituted with 0-3 R⁴¹, and
 5-6 membered heterocyclic ring system containing 1, 2, or 3 heteroatoms
 15 selected from the group consisting of N, O, and S substituted with 0-3
 R⁴¹;

R⁵ is H, methyl, ethyl, propyl, or butyl;

20 R⁶ is H;

R⁷ and R⁹, at each occurrence, are independently selected from
 H, halo, -CF₃, -OCF₃, -OH, -CN, -NO₂, -NR⁴⁶R⁴⁷,
 C₁₋₄ alkyl, C₂₋₄ alkenyl, C₂₋₄ alkynyl, C₁₋₄ haloalkyl, C₁₋₄ alkoxy, (C₁₋₄
 25 haloalkyl)oxy,
 C₃₋₁₀ cycloalkyl substituted with 0-2 R³³,
 C₁₋₄ alkyl substituted with 0-2 R¹¹,
 C₃₋₁₀ carbocyclic residue substituted with 0-3 R³³,
 aryl substituted with 0-5 R³³, and
 30 5-6 membered heterocyclic ring system containing 1, 2, or 3 heteroatoms
 selected from the group consisting of N, O, and S substituted with 0-3
 R³¹;

R⁸ is selected from
 35 H, halo, -CF₃, -OCF₃, -OH, -CN, -NO₂,
 C₁₋₄ alkyl, C₂₋₄ alkenyl, C₂₋₄ alkynyl, C₁₋₄ haloalkyl, C₁₋₄ alkoxy, (C₁₋₄
 haloalkyl)oxy,

- C₃₋₁₀ cycloalkyl substituted with 0-2 R³³,
 C₁₋₄ alkyl substituted with 0-2 R¹¹,
 C₂₋₄ alkenyl substituted with 0-2 R¹¹,
 C₂₋₄ alkynyl substituted with 0-1 R¹¹,
 5 C₃₋₁₀ carbocyclic residue substituted with 0-3 R³³,
 aryl substituted with 0-5 R³³,
 5-6 membered heterocyclic ring system containing 1, 2, or 3 heteroatoms
 selected from the group consisting of N, O, and S substituted with 0-3
 R³¹;
 10 OR¹², SR¹², NR¹²R¹³, NR¹²C(O)R¹⁵, NR¹²C(O)OR¹⁵, NR¹²S(O)₂R¹⁵,
 and NR¹²C(O)NHR¹⁵;

- R¹¹ is selected from
 H, halo, -CF₃, -CN, -NO₂,
 15 C₁₋₄ alkyl, C₂₋₄ alkenyl, C₂₋₄ alkynyl, C₁₋₄ haloalkyl, C₁₋₄ alkoxy, (C₁₋₄
 haloalkyl)oxy,
 C₃₋₁₀ cycloalkyl substituted with 0-2 R³³,
 C₃₋₁₀ carbocyclic residue substituted with 0-3 R³³,
 aryl substituted with 0-5 R³³, and
 20 5-6 membered heterocyclic ring system containing 1, 2, or 3 heteroatoms
 selected from the group consisting of N, O, and S substituted with 0-3
 R³¹;

- R¹², at each occurrence, is independently selected from
 25 C₁₋₄ alkyl substituted with 0-1 R^{12a},
 C₂₋₄ alkenyl substituted with 0-1 R^{12a},
 C₂₋₄ alkynyl substituted with 0-1 R^{12a},
 C₃₋₆ cycloalkyl substituted with 0-3 R³³,
 aryl substituted with 0-5 R³³;
 30 C₃₋₁₀ carbocyclic residue substituted with 0-3 R³³, and
 5-10 membered heterocyclic ring system containing from 1-4 heteroatoms
 selected from the group consisting of N, O, and S substituted with 0-3
 R³¹;

- 35 R^{12a}, at each occurrence, is independently selected from
 phenyl substituted with 0-5 R³³;

C₃₋₁₀ carbocyclic residue substituted with 0-3 R³³, and
 5-10 membered heterocyclic ring system containing from 1-4 heteroatoms
 selected from the group consisting of N, O, and S substituted with 0-3
 R³¹;

5

R¹³, at each occurrence, is independently selected from
 H, C₁₋₄ alkyl, C₂₋₄ alkenyl, and C₂₋₄ alkynyl;

alternatively, R¹² and R¹³ join to form a 5- or 6-membered ring optionally
 10 substituted with -O- or -N(R¹⁴)-;

alternatively, R¹² and R¹³ when attached to N may be combined to form a 9- or 10-
 membered bicyclic heterocyclic ring system containing from 1-3 heteroatoms
 selected from the group consisting of one N, two N, three N, one N one O, and
 15 one N one S; wherein said bicyclic heterocyclic ring system is unsaturated or
 partially saturated, wherein said bicyclic heterocyclic ring system is
 substituted with 0-2 R¹⁶;

R¹⁴, at each occurrence, is independently selected from H, methyl, ethyl, propyl, and
 20 butyl;

R¹⁵, at each occurrence, is independently selected from H, methyl, ethyl, propyl, and
 butyl;

25 R¹⁶, at each occurrence, is independently selected from
 H, OH, F, Cl, CN, NO₂, methyl, ethyl, methoxy, ethoxy, trifluoromethyl, and
 trifluoromethoxy;

R³¹, at each occurrence, is independently selected from CN, NO₂, -OCF₃, -
 30 OCH₂CF₃, -C(=O)H, -C(=O)NH₂, -C(=O)OCH₃, phenyl, C₂₋₆ alkenyl, C₂₋₆
 alkynyl, C₃₋₆ cycloalkyl, C₁₋₄ haloalkyl, C₁₋₄ haloalkyl-oxy-, C₁₋₄ alkyloxy-
 , C₁₋₄ alkylthio-, C₁₋₄ alkyl-C(=O)-, C₁₋₄ alkyl-OC(=O)-, C₁₋₄ alkyl-
 C(=O)O-, C₁₋₄ alkyl-C(=O)NH-, C₁₋₄ alkyl-NHC(=O)-, (C₁₋₄
 alkyl)₂NC(=O)-, C₃₋₆ cycloalkyl-oxy-, C₃₋₆ cycloalkylmethyl-oxy-; C₁₋₆
 35 alkyl substituted with OH, methoxy, ethoxy, propoxy, butoxy, -SO₂R⁴⁵, -
 NR⁴⁶R⁴⁷, NR⁴⁶R⁴⁷C(=O)-, or (C₁₋₄ alkyl)CO₂-; and C₂₋₆ alkenyl

substituted with OH, methoxy, ethoxy, propoxy, butoxy, -SO₂R⁴⁵, -NR⁴⁶R⁴⁷, NR⁴⁶R⁴⁷C(=O)-, or (C₁₋₄ alkyl)CO₂-;

R³³, at each occurrence, is independently selected from

- 5 H, OH, halo, CN, NO₂, CF₃, -OCF₃, -OCH₂CF₃, SO₂R⁴⁵, NR⁴⁶R⁴⁷, -C(=O)H, =O, -C(=O)NH₂, -C(=O)OCH₃, phenyl, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₃₋₆ cycloalkyl, C₁₋₄ haloalkyl, C₁₋₄ haloalkyl-oxy-, C₁₋₄ alkyloxy-, C₁₋₄ alkylthio-, C₁₋₄ alkyl-C(=O)-, C₁₋₄ alkyl-OC(=O)-, C₁₋₄ alkyl-C(=O)O-, C₁₋₄ alkyl-C(=O)NH-, C₁₋₄ alkyl-NHC(=O)-, (C₁₋₄ alkyl)₂NC(=O)-, C₃₋₆ cycloalkyl-oxy-, C₃₋₆ cycloalkylmethyl-oxy-; C₁₋₆ alkyl substituted with OH, methoxy, ethoxy, propoxy, butoxy, -SO₂R⁴⁵, -NR⁴⁶R⁴⁷, NR⁴⁶R⁴⁷C(=O)-, or (C₁₋₄ alkyl)CO₂-; and C₂₋₆ alkenyl substituted with OH, methoxy, ethoxy, propoxy, butoxy, -SO₂R⁴⁵, -NR⁴⁶R⁴⁷, NR⁴⁶R⁴⁷C(=O)-, or (C₁₋₄ alkyl)CO₂-;

R⁴¹, at each occurrence, is independently selected from

- H, CF₃, halo, OH, CO₂H, SO₂R⁴⁵, NR⁴⁶R⁴⁷, NO₂, CN, C₂₋₄ alkenyl, C₂₋₄ alkynyl, C₁₋₃ alkoxy, C₁₋₃ haloalkyl, and C₁₋₃ alkyl;
- 20 R⁴², at each occurrence, is independently selected from
H, CF₃, halo, OH, CO₂H, SO₂R⁴⁵, NR⁴⁶R⁴⁷, NO₂, CN, CH(=NH)NH₂,
NHC(=NH)NH₂,
C₂₋₄ alkenyl, C₂₋₄ alkynyl, C₁₋₃ alkoxy, C₁₋₃ haloalkyl, C₃₋₆ cycloalkyl,
and C₁₋₃ alkyl;

R⁴³ is cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl, phenyl, or pyridyl, each substituted with 0-3 R⁴⁴;

R⁴⁴, at each occurrence, is independently selected from H, halo, -OH, NR⁴⁶R⁴⁷, CO₂H, SO₂R⁴⁵, -CF₃, -OCF₃, -CN, -NO₂, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, and butoxy;

R⁴⁵ is methyl, ethyl, propyl, or butyl;

- 35 R⁴⁶, at each occurrence, is independently selected from H, methyl, ethyl, propyl, and butyl;

R⁴⁷, at each occurrence, is independently selected from H, methyl, ethyl, propyl, and butyl;

k is 1; and

5

n is 1 or 2.

5. A compound of Claim 2 wherein:

10 X is -S-;

R¹ is selected from

H,
C₁₋₄ alkyl,
15 C₂₋₄ alkenyl,
C₂₋₄ alkynyl,
C₃₋₄ cycloalkyl,
C₁₋₃ alkyl substituted with 0-1 R²,
C₂₋₃ alkenyl substituted with 0-1 R², and
20 C₂₋₃ alkynyl substituted with 0-1 R²;

R², at each occurrence, is independently selected from

C₁₋₄ alkyl,
C₂₋₄ alkenyl,
25 C₂₋₄ alkynyl,
C₃₋₆ cycloalkyl,
phenyl substituted with 0-5 R⁴²;
C₃₋₆ carbocyclic residue substituted with 0-3 R⁴¹, and
5-6 membered heterocyclic ring system containing 1, 2, or 3 heteroatoms
30 selected from the group consisting of N, O, and S substituted with 0-3
R⁴¹;

R⁵ is H, methyl, ethyl, propyl, or butyl;

35 R⁶ is H;

R⁷ and R⁹, at each occurrence, are independently selected from

H, F, Cl, -CH₃, -OCH₃, -CF₃, -OCF₃, -CN, and -NO₂,

R⁸ is selected from

- H, F, Cl, Br, -CF₃, -OCF₃, -OH, -CN, -NO₂,
 5 C₁₋₄ alkyl, C₂₋₄ alkenyl, C₂₋₄ alkynyl, C₁₋₄ haloalkyl, C₁₋₄ alkoxy, (C₁₋₄
 haloalkyl)oxy,
 C₃₋₁₀ cycloalkyl substituted with 0-2 R³³,
 C₁₋₄ alkyl substituted with 0-2 R¹¹,
 C₂₋₄ alkenyl substituted with 0-2 R¹¹,
 10 C₂₋₄ alkynyl substituted with 0-1 R¹¹,
 C₃₋₁₀ carbocyclic residue substituted with 0-3 R³³,
 aryl substituted with 0-5 R³³,
 5-6 membered heterocyclic ring system containing 1, 2, or 3 heteroatoms
 selected from the group consisting of N, O, and S substituted with 0-3
 15 R³¹;
 OR¹², SR¹², NR¹²R¹³, NR¹²C(O)R¹⁵, NR¹²C(O)OR¹⁵, NR¹²S(O)₂R¹⁵,
 and NR¹²C(O)NHR¹⁵;

R¹¹ is selected from

- H, halo, -CF₃, -CN, -NO₂,
 20 C₁₋₄ alkyl, C₂₋₄ alkenyl, C₂₋₄ alkynyl, C₁₋₄ haloalkyl, C₁₋₄ alkoxy, (C₁₋₄
 haloalkyl)oxy,
 C₃₋₁₀ cycloalkyl substituted with 0-2 R³³,
 C₃₋₁₀ carbocyclic residue substituted with 0-3 R³³,
 25 aryl substituted with 0-5 R³³, and
 5-6 membered heterocyclic ring system containing 1, 2, or 3 heteroatoms
 selected from the group consisting of N, O, and S substituted with 0-3
 R³¹;

30 R¹², at each occurrence, is independently selected from

- C₁₋₄ alkyl substituted with 0-1 R^{12a},
 C₂₋₄ alkenyl substituted with 0-1 R^{12a},
 C₂₋₄ alkynyl substituted with 0-1 R^{12a},
 C₃₋₆ cycloalkyl substituted with 0-3 R³³,
 35 aryl substituted with 0-5 R³³;
 C₃₋₁₀ carbocyclic residue substituted with 0-3 R³³, and

5-10 membered heterocyclic ring system containing from 1-4 heteroatoms selected from the group consisting of N, O, and S substituted with 0-3 R³¹;

5 R^{12a}, at each occurrence, is independently selected from
phenyl substituted with 0-5 R³³;
C₃-10 carbocyclic residue substituted with 0-3 R³³, and
5-10 membered heterocyclic ring system containing from 1-4 heteroatoms
selected from the group consisting of N, O, and S substituted with 0-3
10 R³¹;

R¹³, at each occurrence, is independently selected from
H, C₁₋₄ alkyl, C₂₋₄ alkenyl, and C₂₋₄ alkynyl;

15 alternatively, R¹² and R¹³ join to form a 5- or 6-membered ring optionally
substituted with -O- or -N(R¹⁴)-;

alternatively, R¹² and R¹³ when attached to N may be combined to form a 9- or 10-
membered bicyclic heterocyclic ring system containing from 1-3 heteroatoms
20 selected from the group consisting of N, O, and S; wherein said bicyclic
heterocyclic ring system is selected from indolyl, indolinyl, indazolyl,
benzimidazolyl, benzimidazoliny, benzotriazolyl, quinolinyl,
tetrahydroquinolinyl, isoquinolinyl, tetrahydroisoquinolinyl; wherein said
bicyclic heterocyclic ring system is substituted with 0-1 R¹⁶;

25 R¹⁴, at each occurrence, is independently selected from H, methyl, ethyl, propyl, and
butyl;

30 R¹⁵, at each occurrence, is independently selected from H, methyl, ethyl, propyl, and
butyl;

R¹⁶, at each occurrence, is independently selected from
H, OH, F, Cl, CN, NO₂, methyl, ethyl, methoxy, ethoxy, trifluoromethyl, and
trifluoromethoxy;

35 R³¹, at each occurrence, is independently selected from CN, NO₂, -OCF₃, -
OCH₂CF₃, -C(=O)H, -C(=O)NH₂, -C(=O)OCH₃, phenyl, C₂₋₆ alkenyl, C₂₋₆

- alkynyl, C₃₋₆ cycloalkyl, C₁₋₄ haloalkyl, C₁₋₄ haloalkyl-oxy-, C₁₋₄ alkyloxy-, C₁₋₄ alkylthio-, C₁₋₄ alkyl-C(=O)-, C₁₋₄ alkyl-OC(=O)-, C₁₋₄ alkyl-C(=O)O-, C₁₋₄ alkyl-C(=O)NH-, C₁₋₄ alkyl-NHC(=O)-, (C₁₋₄ alkyl)₂NC(=O)-, C₃₋₆ cycloalkyl-oxy-, C₃₋₆ cycloalkylmethyl-oxy-; C₁₋₆ alkyl substituted with OH, methoxy, ethoxy, propoxy, butoxy, -SO₂R⁴⁵, -NR⁴⁶R⁴⁷, NR⁴⁶R⁴⁷C(=O)-, or (C₁₋₄ alkyl)CO₂-; and C₂₋₆ alkenyl substituted with OH, methoxy, ethoxy, propoxy, butoxy, -SO₂R⁴⁵, -NR⁴⁶R⁴⁷, NR⁴⁶R⁴⁷C(=O)-, or (C₁₋₄ alkyl)CO₂-;
- 10 R³³, at each occurrence, is independently selected from
H, OH, halo, CN, NO₂, CF₃, -OCF₃, -OCH₂CF₃, SO₂R⁴⁵, NR⁴⁶R⁴⁷, -C(=O)H, =O, -C(=O)NH₂, -C(=O)OCH₃, phenyl, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₃₋₆ cycloalkyl, C₁₋₄ haloalkyl, C₁₋₄ haloalkyl-oxy-, C₁₋₄ alkyloxy-, C₁₋₄ alkylthio-, C₁₋₄ alkyl-C(=O)-, C₁₋₄ alkyl-OC(=O)-, C₁₋₄ alkyl-C(=O)O-, C₁₋₄ alkyl-C(=O)NH-, C₁₋₄ alkyl-NHC(=O)-, (C₁₋₄ alkyl)₂NC(=O)-, C₃₋₆ cycloalkyl-oxy-, C₃₋₆ cycloalkylmethyl-oxy-; C₁₋₆ alkyl substituted with OH, methoxy, ethoxy, propoxy, butoxy, -SO₂R⁴⁵, -NR⁴⁶R⁴⁷, NR⁴⁶R⁴⁷C(=O)-, or (C₁₋₄ alkyl)CO₂-; and C₂₋₆ alkenyl substituted with OH, methoxy, ethoxy, propoxy, butoxy, -SO₂R⁴⁵, -NR⁴⁶R⁴⁷, NR⁴⁶R⁴⁷C(=O)-, or (C₁₋₄ alkyl)CO₂-;
- 15
- 20
- R⁴¹, at each occurrence, is independently selected from
H, CF₃, halo, OH, CO₂H, SO₂R⁴⁵, NR⁴⁶R⁴⁷, NO₂, CN, C₂₋₄ alkenyl, C₂₋₄ alkynyl, C₁₋₃ alkoxy, C₁₋₃ haloalkyl, and C₁₋₃ alkyl;
- 25
- R⁴², at each occurrence, is independently selected from
H, CF₃, halo, OH, CO₂H, SO₂R⁴⁵, NR⁴⁶R⁴⁷, NO₂, CN, CH(=NH)NH₂, NHC(=NH)NH₂, C₂₋₄ alkenyl, C₂₋₄ alkynyl, C₁₋₃ alkoxy, C₁₋₃ haloalkyl, C₃₋₆ cycloalkyl, and C₁₋₃ alkyl;
- 30
- R⁴³ is cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl, phenyl, or pyridyl, each substituted with 0-3 R⁴⁴;

R⁴⁴, at each occurrence, is independently selected from H, halo, -OH, NR⁴⁶R⁴⁷, CO₂H, SO₂R⁴⁵, -CF₃, -OCF₃, -CN, -NO₂, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, and butoxy;

5 R⁴⁵ is methyl, ethyl, propyl, or butyl;

R⁴⁶, at each occurrence, is independently selected from H, methyl, ethyl, propyl, and butyl;

10 R⁴⁷, at each occurrence, is independently selected from from H, methyl, ethyl, propyl, and butyl;

k is 1; and

15 n is 1 or 2.

6. A compound of Claim 2 wherein:

X is -S-;

20

R¹ is selected from H,
C₁₋₅ alkyl substituted with 0-1 R²,
C₂₋₅ alkenyl substituted with 0-1 R², and
C₂₋₃ alkynyl substituted with 0-1 R²;

25

R² is C₃₋₆ cycloalkyl;

R⁵ is H, methyl, ethyl, or propyl;

30 R⁶ is H;

R⁷ and R⁹, at each occurrence, are independently selected from H, F, Cl, -CH₃, -OCH₃, -CF₃, -OCF₃, -CN, and -NO₂;

35 R⁸ is selected from R¹¹;
methyl substituted with R¹¹;
phenyl substituted with 0-3 R³³;

pyridyl substituted with 0-2 R³³;
 OR¹², SR¹², NR¹²R¹³, NR¹²C(O)R¹⁵, NR¹²C(O)OR¹⁵, NR¹²S(O)₂R¹⁵,
 and NR¹²C(O)NHR¹⁵;

- 5 R¹¹ is selected from
- phenyl- substituted with 0-5 fluoro;
 - pyridyl substituted with 0-2 R³³;
 - naphthyl- substituted with 0-2 R³³;
 - 2-(H₃CCH₂C(=O))-phenyl- substituted with R³³;
 - 10 2-(H₃CC(=O))-phenyl- substituted with R³³;
 - 2-(HC(=O))-phenyl- substituted with R³³;
 - 2-(H₃CCH(OH))-phenyl- substituted with R³³;
 - 2-(H₃CCH₂CH(OH))-phenyl- substituted with R³³;
 - 2-(HOCH₂)-phenyl- substituted with R³³;
 - 15 2-(HOCH₂CH₂)-phenyl- substituted with R³³;
 - 2-(H₃COCH₂)-phenyl- substituted with R³³;
 - 2-(H₃COCH₂CH₂)-phenyl- substituted with R³³;
 - 2-(H₃CCH(OMe))-phenyl- substituted with R³³;
 - 2-(H₃COC(=O))-phenyl- substituted with R³³;
 - 20 2-(HOCH₂CH=CH)-phenyl- substituted with R³³;
 - 2-((MeOC=O)CH=CH)-phenyl- substituted with R³³;
 - 2-(methyl)-phenyl- substituted with R³³;
 - 2-(ethyl)-phenyl- substituted with R³³;
 - 2-(i-propyl)-phenyl- substituted with R³³;
 - 25 2-(F₃C)-phenyl- substituted with R³³;
 - 2-(NC)-phenyl- substituted with R³³;
 - 2-(H₃CO)-phenyl- substituted with R³³;
 - 2-(fluoro)-phenyl- substituted with R³³;
 - 2-(chloro)-phenyl- substituted with R³³;
 - 30 3-(NC)-phenyl- substituted with R³³;
 - 3-(H₃CO)-phenyl- substituted with R³³;
 - 3-(fluoro)-phenyl- substituted with R³³;
 - 3-(chloro)-phenyl- substituted with R³³;
 - 3-(H₃C)-phenyl- substituted with R³³;
 - 35 3-(F₃C)-phenyl- substituted with R³³;
 - 3-(H₃CS)-phenyl- substituted with R³³;

- 4-(NC)-phenyl- substituted with R³³;
 4-(fluoro)-phenyl- substituted with R³³;
 4-(chloro)-phenyl- substituted with R³³;
 4-(H₃CS)-phenyl- substituted with R³³;
 5 4-(H₃CO)-phenyl- substituted with R³³;
 4-(ethoxy)-phenyl- substituted with R³³;
 4-(i-propoxy)-phenyl- substituted with R³³;
 4-(i-butoxy)-phenyl- substituted with R³³;
 4-(H₃CCH₂CH₂C(=O))-phenyl- substituted with R³³;
 10 4-((H₃C)₂CHC(=O))-phenyl- substituted with R³³;
 4-(H₃CCH₂C(=O))-phenyl- substituted with R³³;
 4-(H₃CC(=O))-phenyl- substituted with R³³;
 4-(H₃CCH₂CH₂CH(OH))-phenyl- substituted with R³³;
 4-((H₃C)₂CHCH(OH))-phenyl- substituted with R³³;
 15 4-(H₃CCH₂CH(OH))-phenyl- substituted with R³³;
 4-(H₃CCH(OH))-phenyl- substituted with R³³;
 4-(cyclopropyloxy)-phenyl- substituted with R³³;
 4-(cyclobutyloxy)-phenyl- substituted with R³³; and
 4-(cyclopentyloxy)-phenyl- substituted with R³³;

20

R¹² is selected from

- methyl substituted with R¹¹;
 phenyl substituted with 0-5 fluoro;
 pyridyl substituted with 0-2 R³³;
 25 naphthyl substituted with 0-2 R³³;
 2-(H₃CCH₂C(=O))-phenyl- substituted with R³³;
 2-(H₃CC(=O))-phenyl- substituted with R³³;
 2-(HC(=O))-phenyl- substituted with R³³;
 2-(H₃CCH(OH))-phenyl- substituted with R³³;
 30 2-(H₃CCH₂CH(OH))-phenyl- substituted with R³³;
 2-(HOCH₂)-phenyl- substituted with R³³;
 2-(HOCH₂CH₂)-phenyl- substituted with R³³;
 2-(H₃COCH₂)-phenyl- substituted with R³³;
 2-(H₃COCH₂CH₂)-phenyl- substituted with R³³;
 35 2-(H₃CCH(OMe))-phenyl- substituted with R³³;
 2-(H₃COC(=O))-phenyl- substituted with R³³;

- 2-(HOCH₂CH=CH)-phenyl- substituted with R³³;
- 2-((MeOC=O)CH=CH)-phenyl- substituted with R³³;
- 2-(methyl)-phenyl- substituted with R³³;
- 2-(ethyl)-phenyl- substituted with R³³;
- 5 2-(i-propyl)-phenyl- substituted with R³³;
- 2-(F₃C)-phenyl- substituted with R³³;
- 2-(NC)-phenyl- substituted with R³³;
- 2-(H₃CO)-phenyl- substituted with R³³;
- 2-(fluoro)-phenyl- substituted with R³³;
- 10 2-(chloro)-phenyl- substituted with R³³;
- 3-(NC)-phenyl- substituted with R³³;
- 3-(H₃CO)-phenyl- substituted with R³³;
- 3-(fluoro)-phenyl- substituted with R³³;
- 3-(chloro)-phenyl- substituted with R³³;
- 15 3-(H₃C)-phenyl- substituted with R³³;
- 3-(F₃C)-phenyl- substituted with R³³;
- 3-(H₃CS)-phenyl- substituted with R³³;
- 4-(fluoro)-phenyl- substituted with R³³;
- 4-(chloro)-phenyl- substituted with R³³;
- 20 4-(H₃CS)-phenyl- substituted with R³³;
- 4-(H₃CO)-phenyl- substituted with R³³;
- 4-(ethoxy)-phenyl- substituted with R³³;
- 4-(i-propoxy)-phenyl- substituted with R³³;
- 4-(i-butoxy)-phenyl- substituted with R³³;
- 25 4-(H₃CCH₂CH₂C(=O))-phenyl- substituted with R³³;
- 4-((H₃C)₂CHC(=O))-phenyl- substituted with R³³;
- 4-(H₃CCH₂C(=O))-phenyl- substituted with R³³;
- 4-(H₃CC(=O))-phenyl- substituted with R³³;
- 4-(H₃CCH₂CH₂CH(OH))-phenyl- substituted with R³³;
- 30 4-((H₃C)₂CHCH(OH))-phenyl- substituted with R³³;
- 4-(H₃CCH₂CH(OH))-phenyl- substituted with R³³;
- 4-(H₃CCH(OH))-phenyl- substituted with R³³;
- 4-(cyclopropyloxy)-phenyl- substituted with R³³;
- 4-(cyclobutyloxy)-phenyl- substituted with R³³; and
- 35 4-(cyclopentyloxy)-phenyl- substituted with R³³;

R¹³ is H, methyl, or ethyl;

alternatively, R¹² and R¹³ join to form a 5- or 6-membered ring selected from
pyrrolyl, pyrrolidinyl, imidazolyl, piperidinyl, piperizinyl,
5 methylpiperizinyl, and morpholinyl;

alternatively, R¹² and R¹³ when attached to N may be combined to form a 9- or 10-
membered bicyclic heterocyclic ring system containing from 1-3 heteroatoms
selected from the group consisting of N, O, and S; wherein said bicyclic
10 heterocyclic ring system is selected from indolyl, indolinyl, indazolyl,
benzimidazolyl, benzimidazoliny, and benztriazolyl; wherein said bicyclic
heterocyclic ring system is substituted with 0-1 R¹⁶;

R¹⁵ is H, methyl, ethyl, propyl, or butyl;

15 R¹⁶, at each occurrence, is independently selected from
H, OH, F, Cl, CN, NO₂, methyl, ethyl, methoxy, ethoxy, trifluoromethyl, and
trifluoromethoxy;

20 R³³, at each occurrence, is independently selected from
H, F, Cl, -CH₃, -CH₂CH₃, -OCH₃, -SCH₃, -CF₃, -OCF₃, -CN, and -NO₂;

k is 1; and

25 n is 1 or 2.

7. A compound of Claim 2 wherein:

X is -O-;

30 R¹ is selected from

H,
C₁₋₄ alkyl,
C₂₋₄ alkenyl,
35 C₂₋₄ alkynyl,
C₃₋₄ cycloalkyl,
C₁₋₃ alkyl substituted with 0-1 R²,

C₂₋₃ alkenyl substituted with 0-1 R², and
 C₂₋₃ alkynyl substituted with 0-1 R²;

5 R², at each occurrence, is independently selected from
 C₁₋₄ alkyl,
 C₂₋₄ alkenyl,
 C₂₋₄ alkynyl,
 C₃₋₆ cycloalkyl,
 phenyl substituted with 0-5 R⁴²;
 10 C₃₋₆ carbocyclic residue substituted with 0-3 R⁴¹, and
 5-6 membered heterocyclic ring system containing 1, 2, or 3 heteroatoms
 selected from the group consisting of N, O, and S substituted with 0-3
 R⁴¹;

15 R⁵ is H, methyl, ethyl, propyl, or butyl;

R⁶ is H;

20 R⁷ and R⁹, at each occurrence, are independently selected from
 H, halo, -CF₃, -OCF₃, -OH, -CN, -NO₂, -NR⁴⁶R⁴⁷,
 C₁₋₄ alkyl, C₂₋₄ alkenyl, C₂₋₄ alkynyl, C₁₋₄ haloalkyl, C₁₋₄ alkoxy, (C₁₋₄
 haloalkyl)oxy,
 C₃₋₁₀ cycloalkyl substituted with 0-2 R³³,
 C₁₋₄ alkyl substituted with 0-2 R¹¹,
 25 C₃₋₁₀ carbocyclic residue substituted with 0-3 R³³,
 aryl substituted with 0-5 R³³, and
 5-6 membered heterocyclic ring system containing 1, 2, or 3 heteroatoms
 selected from the group consisting of N, O, and S substituted with 0-3
 R³¹;

30 R⁸ is selected from
 H, halo, -CF₃, -OCF₃, -OH, -CN, -NO₂,
 C₁₋₄ alkyl, C₂₋₄ alkenyl, C₂₋₄ alkynyl, C₁₋₄ haloalkyl, C₁₋₄ alkoxy, (C₁₋₄
 haloalkyl)oxy,
 35 C₃₋₁₀ cycloalkyl substituted with 0-2 R³³,
 C₁₋₄ alkyl substituted with 0-2 R¹¹,
 C₂₋₄ alkenyl substituted with 0-2 R¹¹,

- C₂₋₄ alkynyl substituted with 0-1 R¹¹,
 C₃₋₁₀ carbocyclic residue substituted with 0-3 R³³,
 aryl substituted with 0-5 R³³,
 5-6 membered heterocyclic ring system containing 1, 2, or 3 heteroatoms
 5 selected from the group consisting of N, O, and S substituted with 0-3
 R³¹;
 OR¹², SR¹², NR¹²R¹³, NR¹²C(O)R¹⁵, NR¹²C(O)OR¹⁵, NR¹²S(O)₂R¹⁵,
 and NR¹²C(O)NHR¹⁵;
- 10 R¹¹ is selected from
 H, halo, -CF₃, -CN, -NO₂,
 C₁₋₄ alkyl, C₂₋₄ alkenyl, C₂₋₄ alkynyl, C₁₋₄ haloalkyl, C₁₋₄ alkoxy, (C₁₋₄
 haloalkyl)oxy,
 C₃₋₁₀ cycloalkyl substituted with 0-2 R³³,
 15 C₃₋₁₀ carbocyclic residue substituted with 0-3 R³³,
 aryl substituted with 0-5 R³³, and
 5-6 membered heterocyclic ring system containing 1, 2, or 3 heteroatoms
 selected from the group consisting of N, O, and S substituted with 0-3
 R³¹;
- 20 R¹², at each occurrence, is independently selected from
 C₁₋₄ alkyl substituted with 0-1 R^{12a},
 C₂₋₄ alkenyl substituted with 0-1 R^{12a},
 C₂₋₄ alkynyl substituted with 0-1 R^{12a},
 25 C₃₋₆ cycloalkyl substituted with 0-3 R³³,
 aryl substituted with 0-5 R³³;
 C₃₋₁₀ carbocyclic residue substituted with 0-3 R³³, and
 5-10 membered heterocyclic ring system containing from 1-4 heteroatoms
 selected from the group consisting of N, O, and S substituted with 0-3
 30 R³¹;
- R^{12a}, at each occurrence, is independently selected from
 phenyl substituted with 0-5 R³³;
 C₃₋₁₀ carbocyclic residue substituted with 0-3 R³³, and
 35 5-10 membered heterocyclic ring system containing from 1-4 heteroatoms
 selected from the group consisting of N, O, and S substituted with 0-3
 R³¹;

R¹³, at each occurrence, is independently selected from
H, C₁₋₄ alkyl, C₂₋₄ alkenyl, and C₂₋₄ alkynyl;

5 alternatively, R¹² and R¹³ join to form a 5- or 6-membered ring optionally
substituted with -O- or -N(R¹⁴)-;

alternatively, R¹² and R¹³ when attached to N may be combined to form a 9- or 10-
membered bicyclic heterocyclic ring system containing from 1-3 heteroatoms
10 selected from the group consisting of one N, two N, three N, one N one O, and
one N one S; wherein said bicyclic heterocyclic ring system is unsaturated or
partially saturated, wherein said bicyclic heterocyclic ring system is
substituted with 0-2 R¹⁶;

15 R¹⁴, at each occurrence, is independently selected from H, methyl, ethyl, propyl, and
butyl;

R¹⁵, at each occurrence, is independently selected from H, methyl, ethyl, propyl, and
butyl;

20 R¹⁶, at each occurrence, is independently selected from
H, OH, F, Cl, CN, NO₂, methyl, ethyl, methoxy, ethoxy, trifluoromethyl, and
trifluoromethoxy;

25 R³¹, at each occurrence, is independently selected from CN, NO₂, -OCF₃, -
OCH₂CF₃, -C(=O)H, -C(=O)NH₂, -C(=O)OCH₃, phenyl, C₂₋₆ alkenyl, C₂₋₆
alkynyl, C₃₋₆ cycloalkyl, C₁₋₄ haloalkyl, C₁₋₄ haloalkyl-oxy-, C₁₋₄ alkyloxy-
, C₁₋₄ alkylthio-, C₁₋₄ alkyl-C(=O)-, C₁₋₄ alkyl-OC(=O)-, C₁₋₄ alkyl-
C(=O)O-, C₁₋₄ alkyl-C(=O)NH-, C₁₋₄ alkyl-NHC(=O)-, (C₁₋₄
30 alkyl)₂NC(=O)-, C₃₋₆ cycloalkyl-oxy-, C₃₋₆ cycloalkylmethyl-oxy-; C₁₋₆
alkyl substituted with OH, methoxy, ethoxy, propoxy, butoxy, -SO₂R⁴⁵, -
NR⁴⁶R⁴⁷, NR⁴⁶R⁴⁷C(=O)-, or (C₁₋₄ alkyl)CO₂-; and C₂₋₆ alkenyl
substituted with OH, methoxy, ethoxy, propoxy, butoxy, -SO₂R⁴⁵, -
NR⁴⁶R⁴⁷, NR⁴⁶R⁴⁷C(=O)-, or (C₁₋₄ alkyl)CO₂-;

35 R³³, at each occurrence, is independently selected from

H, OH, halo, CN, NO₂, CF₃, -OCF₃, -OCH₂CF₃, SO₂R⁴⁵, NR⁴⁶R⁴⁷, -
 C(=O)H, =O, -C(=O)NH₂, -C(=O)OCH₃, phenyl, C₁₋₆ alkyl, C₂₋₆ alkenyl,
 C₂₋₆ alkynyl, C₃₋₆ cycloalkyl, C₁₋₄ haloalkyl, C₁₋₄ haloalkyl-oxy-, C₁₋₄
 alkyloxy-, C₁₋₄ alkylthio-, C₁₋₄ alkyl-C(=O)-, C₁₋₄ alkyl-OC(=O)-, C₁₋₄
 alkyl-C(=O)O-, C₁₋₄ alkyl-C(=O)NH-, C₁₋₄ alkyl-NHC(=O)-, (C₁₋₄
 alkyl)₂NC(=O)-, C₃₋₆ cycloalkyl-oxy-, C₃₋₆ cycloalkylmethyl-oxy-; C₁₋₆
 alkyl substituted with OH, methoxy, ethoxy, propoxy, butoxy, -SO₂R⁴⁵, -
 NR⁴⁶R⁴⁷, NR⁴⁶R⁴⁷C(=O)-, or (C₁₋₄ alkyl)CO₂-; and C₂₋₆ alkenyl
 substituted with OH, methoxy, ethoxy, propoxy, butoxy, -SO₂R⁴⁵, -
 NR⁴⁶R⁴⁷, NR⁴⁶R⁴⁷C(=O)-, or (C₁₋₄ alkyl)CO₂-;

R⁴¹, at each occurrence, is independently selected from
 H, CF₃, halo, OH, CO₂H, SO₂R⁴⁵, NR⁴⁶R⁴⁷, NO₂, CN,
 C₂₋₄ alkenyl, C₂₋₄ alkynyl, C₁₋₃ alkoxy, C₁₋₃ haloalkyl, and C₁₋₃ alkyl;

R⁴², at each occurrence, is independently selected from
 H, CF₃, halo, OH, CO₂H, SO₂R⁴⁵, NR⁴⁶R⁴⁷, NO₂, CN, CH(=NH)NH₂,
 NHC(=NH)NH₂,
 C₂₋₄ alkenyl, C₂₋₄ alkynyl, C₁₋₃ alkoxy, C₁₋₃ haloalkyl, C₃₋₆ cycloalkyl,
 and C₁₋₃ alkyl;

R⁴³ is cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl, phenyl, or pyridyl, each
 substituted with 0-3 R⁴⁴;

R⁴⁴, at each occurrence, is independently selected from H, halo, -OH, NR⁴⁶R⁴⁷,
 CO₂H, SO₂R⁴⁵, -CF₃, -OCF₃, -CN, -NO₂, methyl, ethyl, propyl, butyl,
 methoxy, ethoxy, propoxy, and butoxy;

R⁴⁵ is methyl, ethyl, propyl, or butyl;

R⁴⁶, at each occurrence, is independently selected from H, methyl, ethyl, propyl, and
 butyl;

R⁴⁷, at each occurrence, is independently selected from H, methyl, ethyl,
 propyl, and butyl;

k is 1; and

n is 1 or 2.

8. A compound of Claim 2 wherein

5

X is -O-;

R¹ is selected from

- 10 H,
 C₁₋₄ alkyl,
 C₂₋₄ alkenyl,
 C₂₋₄ alkynyl,
 C₃₋₄ cycloalkyl,
 C₁₋₃ alkyl substituted with 0-1 R²,
15 C₂₋₃ alkenyl substituted with 0-1 R², and
 C₂₋₃ alkynyl substituted with 0-1 R²;

R², at each occurrence, is independently selected from

- 20 C₁₋₄ alkyl,
 C₂₋₄ alkenyl,
 C₂₋₄ alkynyl,
 C₃₋₆ cycloalkyl,
 phenyl substituted with 0-5 R⁴²;
 C₃₋₆ carbocyclic residue substituted with 0-3 R⁴¹, and
25 5-6 membered heterocyclic ring system containing 1, 2, or 3 heteroatoms
 selected from the group consisting of N, O, and S substituted with 0-3
 R⁴¹;

30 R⁵ is H, methyl, ethyl, propyl, or butyl;

R⁶ is H;

R⁷ and R⁹, at each occurrence, are independently selected from H, F, Cl, -CH₃, -
OCH₃, -CF₃, -OCF₃, -CN, and -NO₂;

35

R⁸ is selected from

H, F, Cl, Br, -CF₃, -OCF₃, -OH, -CN, -NO₂,

- C₁₋₄ alkyl, C₂₋₄ alkenyl, C₂₋₄ alkynyl, C₁₋₄ haloalkyl, C₁₋₄ alkoxy, (C₁₋₄ haloalkyl)oxy,
 C₃₋₁₀ cycloalkyl substituted with 0-2 R³³,
 C₁₋₄ alkyl substituted with 0-2 R¹¹,
 5 C₂₋₄ alkenyl substituted with 0-2 R¹¹,
 C₂₋₄ alkynyl substituted with 0-1 R¹¹,
 C₃₋₁₀ carbocyclic residue substituted with 0-3 R³³,
 aryl substituted with 0-5 R³³,
 5-6 membered heterocyclic ring system containing 1, 2, or 3 heteroatoms
 10 selected from the group consisting of N, O, and S substituted with 0-3 R³¹;
 OR¹², SR¹², NR¹²R¹³, NR¹²C(O)R¹⁵, NR¹²C(O)OR¹⁵, NR¹²S(O)₂R¹⁵,
 and NR¹²C(O)NHR¹⁵;
- 15 R¹¹ is selected from
 H, halo, -CF₃, -CN, -NO₂,
 C₁₋₄ alkyl, C₂₋₄ alkenyl, C₂₋₄ alkynyl, C₁₋₄ haloalkyl, C₁₋₄ alkoxy, (C₁₋₄ haloalkyl)oxy,
 C₃₋₁₀ cycloalkyl substituted with 0-2 R³³,
 20 C₃₋₁₀ carbocyclic residue substituted with 0-3 R³³,
 aryl substituted with 0-5 R³³, and
 5-6 membered heterocyclic ring system containing 1, 2, or 3 heteroatoms
 selected from the group consisting of N, O, and S substituted with 0-3 R³¹;
 25
- R¹², at each occurrence, is independently selected from
 C₁₋₄ alkyl substituted with 0-1 R^{12a},
 C₂₋₄ alkenyl substituted with 0-1 R^{12a},
 C₂₋₄ alkynyl substituted with 0-1 R^{12a},
 30 C₃₋₆ cycloalkyl substituted with 0-3 R³³,
 aryl substituted with 0-5 R³³;
 C₃₋₁₀ carbocyclic residue substituted with 0-3 R³³, and
 5-10 membered heterocyclic ring system containing from 1-4 heteroatoms
 selected from the group consisting of N, O, and S substituted with 0-3 R³¹;
 35

R^{12a}, at each occurrence, is independently selected from
 phenyl substituted with 0-5 R³³;
 C₃₋₁₀ carbocyclic residue substituted with 0-3 R³³, and
 5-10 membered heterocyclic ring system containing from 1-4 heteroatoms
 5 selected from the group consisting of N, O, and S substituted with 0-3
 R³¹;

R¹³, at each occurrence, is independently selected from
 H, C₁₋₄ alkyl, C₂₋₄ alkenyl, and C₂₋₄ alkynyl;

10 alternatively, R¹² and R¹³ join to form a 5- or 6-membered ring optionally
 substituted with -O- or -N(R¹⁴)-;

alternatively, R¹² and R¹³ when attached to N may be combined to form a 9- or 10-
 15 membered bicyclic heterocyclic ring system containing from 1-3 heteroatoms
 selected from the group consisting of N, O, and S; wherein said bicyclic
 heterocyclic ring system is selected from indolyl, indolynyl, indazolyl,
 benzimidazolyl, benzimidazolynyl, benztriazolyl, benzoxazolyl,
 benzoxazolynyl, benzthiazolyl, quinolynyl, tetrahydroquinolynyl, isoquinolynyl,
 20 tetrahydroisoquinolynyl; wherein said bicyclic heterocyclic ring system is
 substituted with 0-1 R¹⁶;

R¹⁴, at each occurrence, is independently selected from H, methyl, ethyl, propyl, and
 butyl;

25 R¹⁵, at each occurrence, is independently selected from H, methyl, ethyl, propyl, and
 butyl;

R¹⁶, at each occurrence, is independently selected from
 30 H, OH, F, Cl, CN, NO₂, methyl, ethyl, methoxy, ethoxy, trifluoromethyl, and
 trifluoromethoxy;

R³¹, at each occurrence, is independently selected from CN, NO₂, -OCF₃, -
 OCH₂CF₃, -C(=O)H, -C(=O)NH₂, -C(=O)OCH₃, phenyl, C₂₋₆ alkenyl, C₂₋₆
 35 alkynyl, C₃₋₆ cycloalkyl, C₁₋₄ haloalkyl, C₁₋₄ haloalkyl-oxy-, C₁₋₄ alkyloxy-
 , C₁₋₄ alkylthio-, C₁₋₄ alkyl-C(=O)-, C₁₋₄ alkyl-OC(=O)-, C₁₋₄ alkyl-
 C(=O)O-, C₁₋₄ alkyl-C(=O)NH-, C₁₋₄ alkyl-NHC(=O)-, (C₁₋₄

alkyl)₂NC(=O)-, C₃₋₆ cycloalkyl-oxy-, C₃₋₆ cycloalkylmethyl-oxy-; C₁₋₆ alkyl substituted with OH, methoxy, ethoxy, propoxy, butoxy, -SO₂R⁴⁵, -NR⁴⁶R⁴⁷, NR⁴⁶R⁴⁷C(=O)-, or (C₁₋₄ alkyl)CO₂-; and C₂₋₆ alkenyl substituted with OH, methoxy, ethoxy, propoxy, butoxy, -SO₂R⁴⁵, -NR⁴⁶R⁴⁷, NR⁴⁶R⁴⁷C(=O)-, or (C₁₋₄ alkyl)CO₂-;

R³³, at each occurrence, is independently selected from H, OH, halo, CN, NO₂, CF₃, -OCF₃, -OCH₂CF₃, SO₂R⁴⁵, NR⁴⁶R⁴⁷, -C(=O)H, =O, -C(=O)NH₂, -C(=O)OCH₃, phenyl, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₃₋₆ cycloalkyl, C₁₋₄ haloalkyl, C₁₋₄ haloalkyl-oxy-, C₁₋₄ alkyloxy-, C₁₋₄ alkylthio-, C₁₋₄ alkyl-C(=O)-, C₁₋₄ alkyl-OC(=O)-, C₁₋₄ alkyl-C(=O)O-, C₁₋₄ alkyl-C(=O)NH-, C₁₋₄ alkyl-NHC(=O)-, (C₁₋₄ alkyl)₂NC(=O)-, C₃₋₆ cycloalkyl-oxy-, C₃₋₆ cycloalkylmethyl-oxy-; C₁₋₆ alkyl substituted with OH, methoxy, ethoxy, propoxy, butoxy, -SO₂R⁴⁵, -NR⁴⁶R⁴⁷, NR⁴⁶R⁴⁷C(=O)-, or (C₁₋₄ alkyl)CO₂-; and C₂₋₆ alkenyl substituted with OH, methoxy, ethoxy, propoxy, butoxy, -SO₂R⁴⁵, -NR⁴⁶R⁴⁷, NR⁴⁶R⁴⁷C(=O)-, or (C₁₋₄ alkyl)CO₂-;

R⁴¹, at each occurrence, is independently selected from H, CF₃, halo, OH, CO₂H, SO₂R⁴⁵, NR⁴⁶R⁴⁷, NO₂, CN, C₂₋₄ alkenyl, C₂₋₄ alkynyl, C₁₋₃ alkoxy, C₁₋₃ haloalkyl, and C₁₋₃ alkyl;

R⁴², at each occurrence, is independently selected from H, CF₃, halo, OH, CO₂H, SO₂R⁴⁵, NR⁴⁶R⁴⁷, NO₂, CN, CH(=NH)NH₂, NHC(=NH)NH₂, C₂₋₄ alkenyl, C₂₋₄ alkynyl, C₁₋₃ alkoxy, C₁₋₃ haloalkyl, C₃₋₆ cycloalkyl, and C₁₋₃ alkyl;

R⁴³ is cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl, phenyl, or pyridyl, each substituted with 0-3 R⁴⁴;

R⁴⁴, at each occurrence, is independently selected from H, halo, -OH, NR⁴⁶R⁴⁷, CO₂H, SO₂R⁴⁵, -CF₃, -OCF₃, -CN, -NO₂, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, and butoxy;

R⁴⁵ is methyl, ethyl, propyl, or butyl;

R⁴⁶, at each occurrence, is independently selected from H, methyl, ethyl, propyl, and butyl;

5 R⁴⁷, at each occurrence, is independently selected from from H, methyl, ethyl, propyl, and butyl;

k is 1; and

10 n is 1 or 2.

9. A compound of Claim 2 wherein:

X is -O-;

15

R¹ is selected from H,
C₁₋₅ alkyl substituted with 0-1 R²,
C₂₋₅ alkenyl substituted with 0-1 R², and
C₂₋₃ alkynyl substituted with 0-1 R²;

20

R² is C₃₋₆ cycloalkyl;

R⁵ is H, methyl, ethyl, or propyl;

25 R⁶ is H;

R⁷ and R⁹, at each occurrence, are independently selected from H, F, Cl, -CH₃, -OCH₃, -CF₃, -OCF₃, -CN, and -NO₂;

30 R⁸ is selected from R¹¹;

methyl substituted with R¹¹;
phenyl substituted with 0-3 R³³;
pyridyl substituted with 0-2 R³³;
OR¹², SR¹², NR¹²R¹³, NR¹²C(O)R¹⁵, NR¹²C(O)OR¹⁵, NR¹²S(O)₂R¹⁵,
35 and NR¹²C(O)NHR¹⁵;

R¹¹ is selected from

- phenyl- substituted with 0-5 fluoro;
 pyridyl substituted with 0-2 R³³;
 naphthyl- substituted with 0-2 R³³;
 2-(H₃CCH₂C(=O))-phenyl- substituted with R³³;
 5 2-(H₃CC(=O))-phenyl- substituted with R³³;
 2-(HC(=O))-phenyl- substituted with R³³;
 2-(H₃CCH(OH))-phenyl- substituted with R³³;
 2-(H₃CCH₂CH(OH))-phenyl- substituted with R³³;
 2-(HOCH₂)-phenyl- substituted with R³³;
 10 2-(HOCH₂CH₂)-phenyl- substituted with R³³;
 2-(H₃COCH₂)-phenyl- substituted with R³³;
 2-(H₃COCH₂CH₂)-phenyl- substituted with R³³;
 2-(H₃CCH(OMe))-phenyl- substituted with R³³;
 2-(H₃COC(=O))-phenyl- substituted with R³³;
 15 2-(HOCH₂CH=CH)-phenyl- substituted with R³³;
 2-((MeOC=O)CH=CH)-phenyl- substituted with R³³;
 2-(methyl)-phenyl- substituted with R³³;
 2-(ethyl)-phenyl- substituted with R³³;
 2-(i-propyl)-phenyl- substituted with R³³;
 20 2-(F₃C)-phenyl- substituted with R³³;
 2-(NC)-phenyl- substituted with R³³;
 2-(H₃CO)-phenyl- substituted with R³³;
 2-(fluoro)-phenyl- substituted with R³³;
 2-(chloro)-phenyl- substituted with R³³;
 25 3-(NC)-phenyl- substituted with R³³;
 3-(H₃CO)-phenyl- substituted with R³³;
 3-(fluoro)-phenyl- substituted with R³³;
 3-(chloro)-phenyl- substituted with R³³;
 3-(H₃C)-phenyl- substituted with R³³;
 30 3-(F₃C)-phenyl- substituted with R³³;
 3-(H₃CS)-phenyl- substituted with R³³;
 4-(NC)-phenyl- substituted with R³³;
 4-(fluoro)-phenyl- substituted with R³³;
 4-(chloro)-phenyl- substituted with R³³;
 35 4-(H₃CS)-phenyl- substituted with R³³;
 4-(H₃CO)-phenyl- substituted with R³³;

- 4-(ethoxy)-phenyl- substituted with R³³;
- 4-(i-propoxy)-phenyl- substituted with R³³;
- 4-(i-butoxy)-phenyl- substituted with R³³;
- 4-(H₃CCH₂CH₂C(=O))-phenyl- substituted with R³³;
- 5 4-((H₃C)₂CHC(=O))-phenyl- substituted with R³³;
- 4-(H₃CCH₂C(=O))-phenyl- substituted with R³³;
- 4-(H₃CC(=O))-phenyl- substituted with R³³;
- 4-(H₃CCH₂CH₂CH(OH))-phenyl- substituted with R³³;
- 4-((H₃C)₂CHCH(OH))-phenyl- substituted with R³³;
- 10 4-(H₃CCH₂CH(OH))-phenyl- substituted with R³³;
- 4-(H₃CCH(OH))-phenyl- substituted with R³³;
- 4-(cyclopropyloxy)-phenyl- substituted with R³³;
- 4-(cyclobutyloxy)-phenyl- substituted with R³³; and
- 4-(cyclopentyloxy)-phenyl- substituted with R³³;

15

R¹² is selected from

- methy1 substituted with R¹¹;
- phenyl substituted with 0-5 fluoro;
- pyridyl substituted with 0-2 R³³;
- 20 naphthyl substituted with 0-2 R³³;
- 2-(H₃CCH₂C(=O))-phenyl- substituted with R³³;
- 2-(H₃CC(=O))-phenyl- substituted with R³³;
- 2-(HC(=O))-phenyl- substituted with R³³;
- 2-(H₃CCH(OH))-phenyl- substituted with R³³;
- 25 2-(H₃CCH₂CH(OH))-phenyl- substituted with R³³;
- 2-(HOCH₂)-phenyl- substituted with R³³;
- 2-(HOCH₂CH₂)-phenyl- substituted with R³³;
- 2-(H₃COCH₂)-phenyl- substituted with R³³;
- 2-(H₃COCH₂CH₂)-phenyl- substituted with R³³;
- 30 2-(H₃CCH(OMe))-phenyl- substituted with R³³;
- 2-(H₃COC(=O))-phenyl- substituted with R³³;
- 2-(HOCH₂CH=CH)-phenyl- substituted with R³³;
- 2-((MeOC=O)CH=CH)-phenyl- substituted with R³³;
- 2-(methyl)-phenyl- substituted with R³³;
- 35 2-(ethyl)-phenyl- substituted with R³³;
- 2-(i-propyl)-phenyl- substituted with R³³;

- 2-(F₃C)-phenyl- substituted with R³³;
 2-(NC)-phenyl- substituted with R³³;
 2-(H₃CO)-phenyl- substituted with R³³;
 2-(fluoro)-phenyl- substituted with R³³;
 5 2-(chloro)-phenyl- substituted with R³³;
 3-(NC)-phenyl- substituted with R³³;
 3-(H₃CO)-phenyl- substituted with R³³;
 3-(fluoro)-phenyl- substituted with R³³;
 3-(chloro)-phenyl- substituted with R³³;
 10 3-(H₃C)-phenyl- substituted with R³³;
 3-(F₃C)-phenyl- substituted with R³³;
 3-(H₃CS)-phenyl- substituted with R³³;
 4-(fluoro)-phenyl- substituted with R³³;
 4-(chloro)-phenyl- substituted with R³³;
 15 4-(H₃CS)-phenyl- substituted with R³³;
 4-(H₃CO)-phenyl- substituted with R³³;
 4-(ethoxy)-phenyl- substituted with R³³;
 4-(i-propoxy)-phenyl- substituted with R³³;
 4-(i-butoxy)-phenyl- substituted with R³³;
 20 4-(H₃CCH₂CH₂C(=O))-phenyl- substituted with R³³;
 4-((H₃C)₂CHC(=O))-phenyl- substituted with R³³;
 4-(H₃CCH₂C(=O))-phenyl- substituted with R³³;
 4-(H₃CC(=O))-phenyl- substituted with R³³;
 4-(H₃CCH₂CH₂CH(OH))-phenyl- substituted with R³³;
 25 4-((H₃C)₂CHCH(OH))-phenyl- substituted with R³³;
 4-(H₃CCH₂CH(OH))-phenyl- substituted with R³³;
 4-(H₃CCH(OH))-phenyl- substituted with R³³;
 4-(cyclopropyloxy)-phenyl- substituted with R³³;
 4-(cyclobutyloxy)-phenyl- substituted with R³³; and
 30 4-(cyclopentyloxy)-phenyl- substituted with R³³;

R¹³ is H, methyl, or ethyl;

alternatively, R¹² and R¹³ join to form a 5- or 6-membered ring selected from
 35 pyrrolyl, pyrrolidinyl, imidazolyl, piperidinyl, piperizinyl,
 methylpiperizinyl, and morpholinyl;

alternatively, R¹² and R¹³ when attached to N may be combined to form a 9- or 10-membered bicyclic heterocyclic ring system containing from 1-3 heteroatoms selected from the group consisting of N, O, and S; wherein said bicyclic heterocyclic ring system is selected from indolyl, indolyl, indazolyl, benzimidazolyl, benzimidazolyl, benztriazolyl, benzoxazolyl, benzoxazolyl, benzthiazolyl quinolyl, tetrahydroquinolyl, isoquinolyl, and tetrahydroisoquinolyl; wherein said bicyclic heterocyclic ring system is substituted with 0-1 R¹⁶;

R¹⁵ is H, methyl, ethyl, propyl, or butyl;

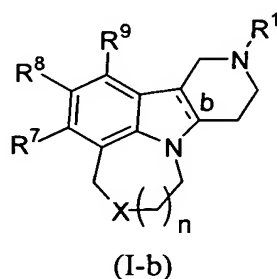
R¹⁶, at each occurrence, is independently selected from H, OH, F, Cl, CN, NO₂, methyl, ethyl, methoxy, ethoxy, trifluoromethyl, and trifluoromethoxy;

R³³, at each occurrence, is independently selected from H, F, Cl, -CH₃, -CH₂CH₃, -OCH₃, -SCH₃, -CF₃, -OCF₃, -CN, and -NO₂;

k is 1; and

n is 1 or 2.

10. A compound of Claim 2 of Formula (I-b)



wherein:

b is a single bond or a double bond;

X is -S- or -O-;

R¹ is selected from

- hydrogen, methyl, ethyl, n-propyl, n-butyl, s-butyl,
 t-butyl, n-pentyl, n-hexyl, 2-propyl, 2-butyl, 2-pentyl, 2-hexyl, 2-methylpropyl, 2-
 5 methylbutyl, 2-methylpentyl, 2-ethylbutyl, 3-methylpentyl, 3-methylbutyl,
 4-methylpentyl, 2-fluoroethyl, 2,2-difluoroethyl,
 2,2,2-trifluoroethyl,
- 2-propenyl, 2-methyl-2-propenyl, trans-2-butenyl,
 10 3-methyl-2-butenyl, 3-butenyl, trans-2-pentenyl,
 cis-2-pentenyl, 4-pentenyl, 4-methyl-3-pentenyl,
 3,3-dichloro-2-propenyl, trans-3-phenyl-2-propenyl,
- cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl, cyclopropylmethyl,
 15 cyclobutylmethyl, cyclopentylmethyl, cyclohexylmethyl,
- benzyl, 2-methylbenzyl, 3-methylbenzyl, 4-methylbenzyl, 2,5-dimethylbenzyl,
 2,4-dimethylbenzyl,
 3,5-dimethylbenzyl, 2,4,6-trimethyl-benzyl,
 20 3-methoxy-benzyl, 3,5-dimethoxy-benzyl, pentafluorobenzyl, 2-phenylethyl, 1-
 phenyl-2-propyl,
 4-phenylbutyl, 4-phenylbenzyl, 2-phenylbenzyl,
- 2,6-dimethoxy-benzyl, 2,4-dimethoxy-benzyl,
 25 2,4,6-trimethoxy-benzyl, 2,3-dimethoxy-benzyl,
 2,4,5-trimethoxy-benzyl, 2,3,4-trimethoxy-benzyl,
 3,4-dimethoxy-benzyl, 3,4,5-trimethoxy-benzyl,
 (4-fluoro-phenyl)ethyl,
- 30 -CH=CH₂, -CH₂-CH=CH₂, -CH=CH-CH₃, -C≡CH, -C≡C-CH₃, and
 -CH₂-C≡CH;

R⁷, R⁸, and R⁹, at each occurrence, are independently selected from
 hydrogen, fluoro, chloro, bromo, cyano, methyl, ethyl, propyl, isopropyl, butyl, t-
 35 butyl, nitro, trifluoromethyl, methoxy, ethoxy, isopropoxy, trifluoromethoxy,
 phenyl;

- 2-Cl-phenyl; 2-F-phenyl; 2-Br-phenyl; 2-CN-phenyl;
 2-Me-phenyl; 2-CF₃-phenyl; 2-MeO-phenyl; 2-CF₃O-phenyl; 2-NO₂-phenyl; 2-MeS-phenyl; 2-CHO-phenyl; 2-HOCH₂-phenyl;
- 5 3-Cl-phenyl; 3-F-phenyl; 3-Br-phenyl; 3-CN-phenyl;
 3-Me-phenyl; 3-Et-phenyl; 3-n-Pr-phenyl; 3-isoPr-phenyl;
 3-n-Bu-phenyl; 3-CF₃-phenyl; 3-MeO-phenyl; 3-MeS-phenyl;
 3-isopropoxyphenyl; 3-CF₃O-phenyl; 3-NO₂-phenyl;
 3-CHO-phenyl; 3-HOCH₂-phenyl; 3-MeOCH₂-phenyl;
 10 3-Me₂NCH₂-phenyl;
- 4-Cl-phenyl; 4-F-phenyl; 4-Br-phenyl; 4-CN-phenyl;
 4-Me-phenyl; 4-Et-phenyl; 4-n-Pr-phenyl;
 4-iso-Pr-phenyl; 4-n-Bu-phenyl; 4-CF₃-phenyl;
 15 4-MeO-phenyl; 4-isopropoxyphenyl; 4-CF₃O-phenyl;
 4-MeS-phenyl;
- 4-acetylphenyl; 3-acetamidophenyl; 4-pyridyl;
 2-furanyl; 2-thiophenyl; 2-naphthyl; 1-pyrrolidinyl,
 20
- 2,3-diCl-phenyl; 2,3-diF-phenyl; 2,3-diMe-phenyl;
 2,3-diCF₃-phenyl; 2,3-diMeO-phenyl; 2,3-diCF₃O-phenyl;
- 2,4-diCl-phenyl; 2,4-diF-phenyl; 2,4-diMe-phenyl;
 25 2,4-diCF₃-phenyl; 2,4-diMeO-phenyl; 2,4-diCF₃O-phenyl;
- 2,5-diCl-phenyl; 2,5-diF-phenyl; 2,5-diMe-phenyl;
 2,5-diCF₃-phenyl; 2,5-diMeO-phenyl; 2,5-diCF₃O-phenyl;
- 30 2,6-diCl-phenyl; 2,6-diF-phenyl; 2,6-diMe-phenyl;
 2,6-diCF₃-phenyl; 2,6-diMeO-phenyl; 2,6-diCF₃O-phenyl;
- 3,4-diCl-phenyl; 3,4-diF-phenyl; 3,4-diMe-phenyl;
 3,4-diCF₃-phenyl; 3,4-diMeO-phenyl; 3,4-diCF₃O-phenyl;
 35
- 2,4,6-triCl-phenyl; 2,4,6-triF-phenyl;
 2,4,6-triMe-phenyl; 2,4,6-triCF₃-phenyl;

- 2,4,6-triMeO-phenyl; 2,4,6-triCF₃O-phenyl;
 2,4,5-triMe-phenyl; 2,3,4-triF-phenyl;
 2-Me-4-MeO-5-F-phenyl; 2,6-diCl-4-MeO-phenyl;
 2,4-diMeO-6-F-phenyl; 2,6-diF-4-Cl-phenyl;
 5 2,3,4,6-tetraF-phenyl; 2,3,4,5,6-pentaF-phenyl;
- 2-Cl-4-F-phenyl; 2-Cl-6-F-phenyl; 2-Cl-3-Me-phenyl;
 2-Cl-4-MeO-phenyl; 2-Cl-4-EtO-phenyl;
 2-Cl-4-iPrO-phenyl; 2-Cl-4-CF₃-phenyl;
 10 2-Cl-4-CF₃O-phenyl; 2-Cl-4-(CHF₂)O-phenyl;
 2-F-3-Cl-phenyl; 2-F-4-MeO-phenyl; 2-F-5-Me-phenyl;
- 2-Me-3-Cl-phenyl; 2-Me-3-CN-phenyl; 2-Me-4-Cl-phenyl;
 2-Me-4-F-phenyl; 2-Me-4-CN-phenyl; 2-Me-4-MeO-phenyl;
 15 2-Me-4-EtO-phenyl; 2-Me-4-MeS-phenyl;
 2-Me-4-H₂NCO-phenyl; 2-Me-4-MeOC(=O)-phenyl;
 2-Me-4-CH₃C(=O)-phenyl; 2-Me-5-F-phenyl;
 2-Et-4-MeO-phenyl; 2-MeO-5-F-phenyl;
 2-MeO-4-isopropyl-phenyl; 2-CF₃-4-Cl-phenyl;
 20 2-CF₃-4-F-phenyl; 2-CF₃-4-MeO-phenyl;
 2-CF₃-4-EtO-phenyl; 2-CF₃-4-iPrO-phenyl;
 2-CF₃-4-CN-phenyl; 2-CF₃-6-F-phenyl;
 2-CHO-4-MeO-phenyl; 2-MeOC(=O)-3-MeO-phenyl;
 2-CH₃CH(OH)-4-MeO-phenyl; 2-CH₃CH(OH)-4-F-phenyl;
 25 2-CH₃CH(OH)-4-Cl-phenyl; 2-CH₃CH(OH)-4-Me-phenyl;
 2-CH₃CH(OMe)-4-MeO-phenyl; 2-CH₃C(=O)-4-MeO-phenyl;
 2-CH₃C(=O)-4-F-phenyl; 2-CH₃C(=O)-4-Cl-phenyl;
 2-CH₃C(=O)-4-Me-phenyl; 2-H₂C(OH)-4-MeO-phenyl;
 2-H₂C(OMe)-4-MeO-phenyl; 2-H₃CCH₂CH(OH)-4-MeO-phenyl;
 30 2-H₃CCH₂C(=O)-4-MeO-phenyl; 2-CH₃CO₂CH₂CH₂-4-MeO-phenyl;
 (Z)-2-HOCH₂CH=CH-4-MeO-phenyl;
 (E)-2-HOCH₂CH=CH-4-MeO-phenyl;
 (Z)-2-CH₃CO₂CH=CH-4-MeO-phenyl;
 (E)-2-CH₃CO₂CH=CH-4-MeO-phenyl;
 35 2-CH₃OCH₂CH₂-4-MeO-phenyl;
- 3-CN-4-F-phenyl; 3-H₂NCO-4-F-phenyl;

- (2-Cl-phenyl)-CH=CH-; (3-Cl-phenyl)-CH=CH-;
 (2,6-diF-phenyl)-CH=CH-; phenyl-CH=CH-;
 (2-Me-4-MeO-phenyl)-CH=CH-;
- 5 cyclohexyl; cyclopentyl; cyclohexylmethyl; benzyl;
 2-F-benzyl; 3-F-benzyl; 4-F-benzyl; 3-MeO-benzyl;
 3-OH-benzyl; 2-MeO-benzyl; 2-OH-benzyl;
 tetrahydroquinolin-1-yl;
 tetrahydroindolin-1-yl;
- 10 tetrahydroisoindolin-1-yl;
- phenyl-S-; phenyl-NH-; pyrid-3-yl-NH-;
 (4-Me-pyrid-3-yl)-NH-; (1-naphthyl)-NH-;
 (2-naphthyl)-NH-; (2-Me-naphth-1-yl)-NH-;
- 15 (3-quinolinyl)-NH-;
- (2-[1,1'-biphenyl])-NH-; (3-[1,1'-biphenyl])-NH-;
 (4-[1,1'-biphenyl])-NH-; (2-F-phenyl)-NH-;
 (2-Cl-phenyl)-NH-; (2-CF₃-phenyl)-NH-;
- 20 (2-CH₃-phenyl)-NH-; (2-OMe-phenyl)-NH-;
 (2-CN-phenyl)-NH-; (2-OCF₃-phenyl)-NH-;
 (2-SMe-phenyl)-NH-; (3-F-phenyl)-NH-;
 (3-Cl-phenyl)-NH-; (3-CF₃-phenyl)-NH-;
 (3-CH₃-phenyl)-NH-; (3-OMe-phenyl)-NH-;
- 25 (3-CN-phenyl)-NH-; (3-OCF₃-phenyl)-NH-;
 (3-SMe-phenyl)-NH-; (4-F-phenyl)-NH-;
 (4-Cl-phenyl)-NH-; (4-CF₃-phenyl)-NH-;
 (4-CH₃-phenyl)-NH-; (4-OMe-phenyl)-NH-;
 (4-CN-phenyl)-NH-; (4-OCF₃-phenyl)-NH-;
- 30 (4-SMe-phenyl)-NH-; (2,3-diCl-phenyl)-NH-;
 (2,4-diCl-phenyl)-NH-; (2,5-diCl-phenyl)-NH-;
 (2,6-diCl-phenyl)-NH-; (3,4-diCl-phenyl)-NH-;
 (3,5-diCl-phenyl)-NH-; (2,3-diF-phenyl)-NH-;
 (2,4-diF-phenyl)-NH-; (2,5-diF-phenyl)-NH-;
- 35 (2,6-diF-phenyl)-NH-; (3,4-diF-phenyl)-NH-;
 (3,5-diF-phenyl)-NH-; (2,3-diCH₃-phenyl)-NH-;
 (2,4-diCH₃-phenyl)-NH-; (2,5-diCH₃-phenyl)-NH-;

(2,6-diCH₃-phenyl)-NH-; (3,4-diCH₃-phenyl)-NH-;
 (3,5-diCH₃-phenyl)-NH-; (2,3-diCF₃-phenyl)-NH-;
 (2,4-diCF₃-phenyl)-NH-; (2,5-diCF₃-phenyl)-NH-;
 (2,6-diCF₃-phenyl)-NH-; (3,4-diCF₃-phenyl)-NH-;
 5 (3,5-diCF₃-phenyl)-NH-; (2,3-diOMe-phenyl)-NH-;
 (2,4-diOMe-phenyl)-NH-; (2,5-diOMe-phenyl)-NH-;
 (2,6-diOMe-phenyl)-NH-; (3,4-diOMe-phenyl)-NH-;
 (3,5-diOMe-phenyl)-NH-; (2-F-3-Cl-phenyl)-NH-;
 (2-F-4-Cl-phenyl)-NH-; (2-F-5-Cl-phenyl)-NH-;
 10 (2-F-6-Cl-phenyl)-NH-; (2-F-3-CH₃-phenyl)-NH-;
 (2-F-4-CH₃-phenyl)-NH-; (2-F-5-CH₃-phenyl)-NH-;
 (2-F-6-CH₃-phenyl)-NH-; (2-F-3-CF₃-phenyl)-NH-;
 (2-F-4-CF₃-phenyl)-NH-; (2-F-5-CF₃-phenyl)-NH-;
 (2-F-6-CF₃-phenyl)-NH-; (2-F-3-OMe-phenyl)-NH-;
 15 (2-F-4-OMe-phenyl)-NH-; (2-F-5-OMe-phenyl)-NH-;
 (2-F-6-OMe-phenyl)-NH-; (2-Cl-3-F-phenyl)-NH-;
 (2-Cl-4-F-phenyl)-NH-; (2-Cl-5-F-phenyl)-NH-;
 (2-Cl-6-F-phenyl)-NH-; (2-Cl-3-CH₃-phenyl)-NH-;
 (2-Cl-4-CH₃-phenyl)-NH-; (2-Cl-5-CH₃-phenyl)-NH-;
 20 (2-Cl-6-CH₃-phenyl)-NH-; (2-Cl-3-CF₃-phenyl)-NH-;
 (2-Cl-4-CF₃-phenyl)-NH-; (2-Cl-5-CF₃-phenyl)-NH-;
 (2-Cl-6-CF₃-phenyl)-NH-; (2-Cl-3-OMe-phenyl)-NH-;
 (2-Cl-4-OMe-phenyl)-NH-; (2-Cl-5-OMe-phenyl)-NH-;
 (2-Cl-6-OMe-phenyl)-NH-; (2-CH₃-3-F-phenyl)-NH-;
 25 (2-CH₃-4-F-phenyl)-NH-; (2-CH₃-5-F-phenyl)-NH-;
 (2-CH₃-6-F-phenyl)-NH-; (2-CH₃-3-Cl-phenyl)-NH-;
 (2-CH₃-4-Cl-phenyl)-NH-; (2-CH₃-5-Cl-phenyl)-NH-;
 (2-CH₃-6-Cl-phenyl)-NH-; (2-CH₃-3-CF₃-phenyl)-NH-;
 (2-CH₃-4-CF₃-phenyl)-NH-; (2-CH₃-5-CF₃-phenyl)-NH-;
 30 (2-CH₃-6-CF₃-phenyl)-NH-; (2-CH₃-3-OMe-phenyl)-NH-;
 (2-CH₃-4-OMe-phenyl)-NH-; (2-CH₃-5-OMe-phenyl)-NH-;
 (2-CH₃-6-OMe-phenyl)-NH-; (2-CF₃-3-F-phenyl)-NH-;
 (2-CF₃-4-F-phenyl)-NH-; (2-CF₃-5-F-phenyl)-NH-;
 (2-CF₃-6-F-phenyl)-NH-; (2-CF₃-3-Cl-phenyl)-NH-;
 35 (2-CF₃-4-Cl-phenyl)-NH-; (2-CF₃-5-Cl-phenyl)-NH-;
 (2-CF₃-6-Cl-phenyl)-NH-; (2-CF₃-3-CH₃-phenyl)-NH-;
 (2-CF₃-4-CH₃-phenyl)-NH-; (2-CH₃-5-CF₃-phenyl)-NH-;

- (2-CF₃-6-CH₃-phenyl)-NH-; (2-CF₃-3-OMe-phenyl)-NH-;
 (2-CF₃-4-OMe-phenyl)-NH-; (2-CF₃-5-OMe-phenyl)-NH-;
 (2-CF₃-6-OMe-phenyl)-NH-; (2-OMe-3-F-phenyl)-NH-;
 (2-OMe-4-F-phenyl)-NH-; (2-OMe-5-F-phenyl)-NH-;
 5 (2-OMe-6-F-phenyl)-NH-; (2-OMe-3-Cl-phenyl)-NH-;
 (2-OMe-4-Cl-phenyl)-NH-; (2-OMe-5-Cl-phenyl)-NH-;
 (2-OMe-6-Cl-phenyl)-NH-; (2-OMe-4-CN-phenyl)-NH-;
 (2-OMe-4-CHO-phenyl)-NH-; (2-OMe-3-CH₃-phenyl)-NH-;
 (2-OMe-4-CH₃-phenyl)-NH-; (2-OMe-5-CH₃-phenyl)-NH-;
 10 (2-OMe-6-CH₃-phenyl)-NH-; (2-OMe-3-CF₃-phenyl)-NH-;
 (2-OMe-4-CF₃-phenyl)-NH-; (2-OMe-5-CF₃-phenyl)-NH-;
 (2-OMe-6-CF₃-phenyl)-NH-; (2-acetyl-4-Cl-phenyl)-NH-;
 (2-acetyl-4-Me-phenyl)-NH-; (2-acetyl-4-MeO-phenyl)-NH-;
 (2-CH₃CH(OH)-4-Cl-phenyl)-NH-;
 15 (2-CH₃CH(OH)-4-Me-phenyl)-NH-;
 (2-CH₃CH(OH)-4-MeO-phenyl)-NH-;
- (3-CF₃-4-Cl-phenyl)-NH-; (3-F-4-CHO-phenyl)-NH-;
 (3-CH₃-4-CN-phenyl)-NH-; (3-CH₃-4-MeO-phenyl)-NH-;
 20 (3-CH₃-4-Cl-phenyl)-NH-; (3-CH₃-4-F-phenyl)-NH-;
- (3-CH₃-4-CO₂Me-phenyl)NH-; (3-CF₃-4-C(O)CH₃-phenyl)NH-; (3-CHO-4-OMe-phenyl)-NH-; (4-F-3-CF₃-phenyl)-NH-;
- 25 (2,3,5-triCl-phenyl)-NH-; (2,4,5-triF-phenyl)-NH-;
 (2,6-diCl-3-Me-phenyl)-NH-; (3,5-diMe-4-MeO-phenyl)-NH-;
 (2-F-3-Cl-6-CF₃-phenyl)-NH-;
- benzyl-NH-; (3-quinolinyl)CH₂NH-; (2-F-phenyl)CH₂NH-;
 30 (2-Cl-phenyl)CH₂NH-; (2-CF₃-phenyl)CH₂NH-;
 (2-CH₃-phenyl)CH₂NH-; (2-OMe-phenyl)CH₂NH-;
 (2-CN-phenyl)CH₂NH-; (2-OCF₃-phenyl)CH₂NH-;
 (2-SMe-phenyl)CH₂NH-; (3-F-phenyl)CH₂NH-;
 (3-Cl-phenyl)CH₂NH-; (3-CF₃-phenyl)CH₂NH-;
 35 (3-CH₃-phenyl)CH₂NH-; (3-OMe-phenyl)CH₂NH-;
 (3-CN-phenyl)CH₂NH-; (3-OCF₃-phenyl)CH₂NH-;
 (3-SMe-phenyl)CH₂NH-; (4-F-phenyl)CH₂NH-;

(4-Cl-phenyl)CH₂NH-; (4-CF₃-phenyl)CH₂NH-;
 (4-CH₃-phenyl)CH₂NH-; (4-OMe-phenyl)CH₂NH-;
 (4-CN-phenyl)CH₂NH-; (4-OCF₃-phenyl)CH₂NH-;
 (4-SMe-phenyl)CH₂NH-; (2,3-diCl-phenyl)CH₂NH-;
 5 (2,4-diCl-phenyl)CH₂NH-; (2,5-diCl-phenyl)CH₂NH-;
 (2,6-diCl-phenyl)CH₂NH-; (3,4-diCl-phenyl)CH₂NH-;
 (3,5-diCl-phenyl)CH₂NH-; (2,3-diF-phenyl)CH₂NH-;
 (2,4-diF-phenyl)CH₂NH-; (2,5-diF-phenyl)CH₂NH-;
 (2,6-diF-phenyl)CH₂NH-; (3,4-diF-phenyl)CH₂NH-;
 10 (3,5-diF-phenyl)CH₂NH-; (2,3-diCH₃-phenyl)CH₂NH-;
 (2,4-diCH₃-phenyl)CH₂NH-; (2,5-diCH₃-phenyl)CH₂NH-;
 (2,6-diCH₃-phenyl)CH₂NH-; (3,4-diCH₃-phenyl)CH₂NH-;
 (3,5-diCH₃-phenyl)CH₂NH-; (2,3-diCF₃-phenyl)CH₂NH-;
 (2,4-diCF₃-phenyl)CH₂NH-; (2,5-diCF₃-phenyl)CH₂NH-;
 15 (2,6-diCF₃-phenyl)CH₂NH-; (3,4-diCF₃-phenyl)CH₂NH-;
 (3,5-diCF₃-phenyl)CH₂NH-; (2,3-diOMe-phenyl)CH₂NH-;
 (2,4-diOMe-phenyl)CH₂NH-; (2,5-diOMe-phenyl)CH₂NH-;
 (2,6-diOMe-phenyl)CH₂NH-; (3,4-diOMe-phenyl)CH₂NH-;
 (3,5-diOMe-phenyl)CH₂NH-; (2-F-3-Cl-phenyl)CH₂NH-;
 20 (2-F-4-Cl-phenyl)CH₂NH-; (2-F-5-Cl-phenyl)CH₂NH-;
 (2-F-6-Cl-phenyl)CH₂NH-; (2-F-3-CH₃-phenyl)CH₂NH-;
 (2-F-4-CH₃-phenyl)CH₂NH-; (2-F-5-CH₃-phenyl)CH₂NH-;
 (2-F-6-CH₃-phenyl)CH₂NH-; (2-F-3-CF₃-phenyl)CH₂NH-;
 (2-F-4-CF₃-phenyl)CH₂NH-; (2-F-5-CF₃-phenyl)CH₂NH-;
 25 (2-F-6-CF₃-phenyl)CH₂NH-; (2-F-3-OMe-phenyl)CH₂NH-;
 (2-F-4-OMe-phenyl)CH₂NH-; (2-F-5-OMe-phenyl)CH₂NH-;
 (2-F-6-OMe-phenyl)CH₂NH-; (2-Cl-3-F-phenyl)CH₂NH-;
 (2-Cl-4-F-phenyl)CH₂NH-; (2-Cl-5-F-phenyl)CH₂NH-;
 (2-Cl-6-F-phenyl)CH₂NH-; (2-Cl-3-CH₃-phenyl)CH₂NH-;
 30 (2-Cl-4-CH₃-phenyl)CH₂NH-; (2-Cl-5-CH₃-phenyl)CH₂NH-;
 (2-Cl-6-CH₃-phenyl)CH₂NH-; (2-Cl-3-CF₃-phenyl)CH₂NH-;
 (2-Cl-4-CF₃-phenyl)CH₂NH-; (2-Cl-5-CF₃-phenyl)CH₂NH-;
 (2-Cl-6-CF₃-phenyl)CH₂NH-; (2-Cl-3-OMe-phenyl)CH₂NH-;
 (2-Cl-4-OMe-phenyl)CH₂NH-; (2-Cl-5-OMe-phenyl)CH₂NH-;
 35 (2-Cl-6-OMe-phenyl)CH₂NH-; (2-CH₃-3-F-phenyl)CH₂NH-;
 (2-CH₃-4-F-phenyl)CH₂NH-; (2-CH₃-5-F-phenyl)CH₂NH-;
 (2-CH₃-6-F-phenyl)CH₂NH-; (2-CH₃-3-Cl-phenyl)CH₂NH-;

- (2-CH₃-4-Cl-phenyl)CH₂NH-; (2-CH₃-5-Cl-phenyl)CH₂NH-;
 (2-CH₃-6-Cl-phenyl)CH₂NH-; (2-CH₃-3-CF₃-phenyl)CH₂NH-;
 (2-CH₃-4-CF₃-phenyl)CH₂NH-; (2-CH₃-5-CF₃-phenyl)CH₂NH-;
 (2-CH₃-6-CF₃-phenyl)CH₂NH-; (2-CH₃-3-OMe-phenyl)CH₂NH-;
 5 (2-CH₃-4-OMe-phenyl)CH₂NH-; (2-CH₃-5-OMe-phenyl)CH₂NH-;
 (2-CH₃-6-OMe-phenyl)CH₂NH-; (2-CF₃-3-F-phenyl)CH₂NH-;
 (2-CF₃-4-F-phenyl)CH₂NH-; (2-CF₃-5-F-phenyl)CH₂NH-;
 (2-CF₃-6-F-phenyl)CH₂NH-; (2-CF₃-3-Cl-phenyl)CH₂NH-;
 (2-CF₃-4-Cl-phenyl)CH₂NH-; (2-CF₃-5-Cl-phenyl)CH₂NH-;
 10 (2-CF₃-6-Cl-phenyl)CH₂NH-; (2-CF₃-3-CH₃-phenyl)CH₂NH-;
 (2-CF₃-4-CH₃-phenyl)CH₂NH-; (2-CH₃-5-CF₃-phenyl)CH₂NH-;
 (2-CF₃-6-CH₃-phenyl)CH₂NH-; (2-CF₃-3-OMe-phenyl)CH₂NH-;
 (2-CF₃-4-OMe-phenyl)CH₂NH-; (2-CF₃-5-OMe-phenyl)CH₂NH-;
 (2-CF₃-6-OMe-phenyl)CH₂NH-; (2-OMe-3-F-phenyl)CH₂NH-;
 15 (2-OMe-4-F-phenyl)CH₂NH-; (2-OMe-5-F-phenyl)CH₂NH-;
 (2-OMe-6-F-phenyl)CH₂NH-; (2-OMe-3-Cl-phenyl)CH₂NH-;
 (2-OMe-4-Cl-phenyl)CH₂NH-; (2-OMe-5-Cl-phenyl)CH₂NH-;
 (2-OMe-6-Cl-phenyl)CH₂NH-; (2-OMe-4-CN-phenyl)CH₂NH-;
 (2-OMe-4-CHO-phenyl)CH₂NH-; (2-OMe-3-CH₃-phenyl)CH₂NH-;
 20 (2-OMe-4-CH₃-phenyl)CH₂NH-; (2-OMe-5-CH₃-phenyl)CH₂NH-;
 (2-OMe-6-CH₃-phenyl)CH₂NH-; (2-OMe-3-CF₃-phenyl)CH₂NH-;
 (2-OMe-4-CF₃-phenyl)CH₂NH-; (2-OMe-5-CF₃-phenyl)CH₂NH-;
 (2-OMe-6-CF₃-phenyl)CH₂NH-; (2-acetyl-4-Cl-phenyl)CH₂NH-;
 (2-acetyl-4-Me-phenyl)CH₂NH-;
 25 (2-acetyl-4-MeO-phenyl)CH₂NH-;
 (2-CH₃CH(OH)-4-Cl-phenyl)CH₂NH-;
 (2-CH₃CH(OH)-4-Me-phenyl)CH₂NH-;
 (2-CH₃CH(OH)-4-MeO-phenyl)CH₂NH-;
- 30 (3-CF₃-4-Cl-phenyl)CH₂NH-; (3-F-4-CHO-phenyl)CH₂NH-;
 (3-CH₃-4-CN-phenyl)CH₂NH-; (3-CH₃-4-MeO-phenyl)CH₂NH-;
 (3-CH₃-4-Cl-phenyl)CH₂NH-; (3-CH₃-4-F-phenyl)CH₂NH-;
 (4-F-3-CF₃-phenyl)CH₂NH-; (3-CH₃-4-CO₂Me-phenyl)CH₂NH-;
 (3-CF₃-4-C(O)CH₃-phenyl)CH₂NH-;
 35 (3-CHO-4-OMe-phenyl)CH₂NH-;
- (2,3,5-triCl-phenyl)CH₂NH-;

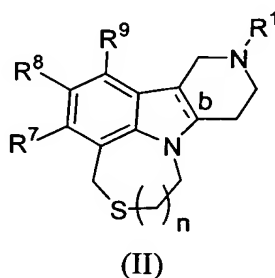
(2,4,5-triF-phenyl)CH₂NH-;
 (2,6-diCl-3-Me-phenyl)CH₂NH-;
 (3,5-diMe-4-MeO-phenyl)CH₂NH-; and
 (2-F-3-Cl-6-CF₃-phenyl)CH₂NH-;

5

provided that two of R⁷, R⁸, and R⁹, are independently selected from hydrogen, fluoro, chloro, bromo, cyano, methyl, ethyl, propyl, isopropyl, butyl, t-butyl, nitro, trifluoromethyl, methoxy, ethoxy, isopropoxy, and trifluoromethoxy; and

10 n is 1 or 2.

11. A compound of Claim 10 of Formula (II)



15

wherein:

b is a single bond, wherein the bridge hydrogens are in a cis position;

20

R¹ is selected from

hydrogen, methyl, ethyl, n-propyl, n-butyl, s-butyl,
 t-butyl, n-pentyl, n-hexyl, 2-propyl, 2-butyl, 2-pentyl, 2-hexyl, 2-methylpropyl, 2-
 methylbutyl, 2-methylpentyl, 2-ethylbutyl, 3-methylpentyl, 3-methylbutyl,
 25 4-methylpentyl, 2-fluoroethyl, 2,2-difluoroethyl,
 2,2,2-trifluoroethyl, 2-propenyl, 2-methyl-2-propenyl, trans-2-butenyl, 3-methyl-
 2-butenyl, 3-butenyl,
 trans-2-pentenyl, cis-2-pentenyl, 4-pentenyl,
 4-methyl-3-pentenyl, 3,3-dichloro-2-propenyl,
 30 trans-3-phenyl-2-propenyl, cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl,
 cyclopropylmethyl, cyclobutylmethyl, cyclopentylmethyl, cyclohexylmethyl,
 -CH=CH₂, -CH₂-CH=CH₂, -CH=CH-CH₃, -C≡CH, -C≡C-CH₃,
 and -CH₂-C≡CH;

30

R⁷ and R⁹, at each occurrence, are independently selected from hydrogen, fluoro, methyl, trifluoromethyl, and methoxy;

- 5 R⁸ is selected from
hydrogen, fluoro, chloro, bromo, cyano, methyl, ethyl, propyl, isopropyl, butyl, t-butyl, nitro, trifluoromethyl, methoxy, ethoxy, isopropoxy, trifluoromethoxy, phenyl;
- 10 2-Cl-phenyl; 2-F-phenyl; 2-Br-phenyl; 2-CN-phenyl;
2-Me-phenyl; 2-CF₃-phenyl; 2-MeO-phenyl; 2-CF₃O-phenyl; 2-NO₂-phenyl; 2-MeS-phenyl; 2-CHO-phenyl; 2-HOCH₂-phenyl;
- 15 3-Cl-phenyl; 3-F-phenyl; 3-Br-phenyl; 3-CN-phenyl;
3-Me-phenyl; 3-Et-phenyl; 3-n-Pr-phenyl; 3-isoPr-phenyl;
3-n-Bu-phenyl; 3-CF₃-phenyl; 3-MeO-phenyl; 3-MeS-phenyl;
3-isopropoxyphenyl; 3-CF₃O-phenyl; 3-NO₂-phenyl;
3-CHO-phenyl; 3-HOCH₂-phenyl; 3-MeOCH₂-phenyl;
3-Me₂NCH₂-phenyl;
- 20 4-Cl-phenyl; 4-F-phenyl; 4-Br-phenyl; 4-CN-phenyl;
4-Me-phenyl; 4-Et-phenyl; 4-n-Pr-phenyl; 4-iso-Pr-phenyl;
4-n-Bu-phenyl; 4-CF₃-phenyl; 4-MeO-phenyl;
4-isopropoxyphenyl; 4-CF₃O-phenyl; 4-MeS-phenyl;
- 25 4-acetylphenyl; 3-acetamidophenyl; 4-pyridyl;
2-furanyl; 2-thiophenyl; 2-naphthyl; 1-pyrrolidinyl,
- 30 2,3-diCl-phenyl; 2,3-diF-phenyl; 2,3-diMe-phenyl;
2,3-diCF₃-phenyl; 2,3-diMeO-phenyl; 2,3-diCF₃O-phenyl;
- 2,4-diCl-phenyl; 2,4-diF-phenyl; 2,4-diMe-phenyl;
2,4-diCF₃-phenyl; 2,4-diMeO-phenyl; 2,4-diCF₃O-phenyl;
- 35 2,5-diCl-phenyl; 2,5-diF-phenyl; 2,5-diMe-phenyl;
2,5-diCF₃-phenyl; 2,5-diMeO-phenyl; 2,5-diCF₃O-phenyl;

- 2,6-diCl-phenyl; 2,6-diF-phenyl; 2,6-diMe-phenyl;
2,6-diCF₃-phenyl; 2,6-diMeO-phenyl; 2,6-diCF₃O-phenyl;
- 5 3,4-diCl-phenyl; 3,4-diF-phenyl; 3,4-diMe-phenyl;
3,4-diCF₃-phenyl; 3,4-diMeO-phenyl; 3,4-diCF₃O-phenyl;
- 10 2,4,6-triCl-phenyl; 2,4,6-triF-phenyl;
2,4,6-triMe-phenyl; 2,4,6-triCF₃-phenyl;
2,4,6-triMeO-phenyl; 2,4,6-triCF₃O-phenyl;
2,4,5-triMe-phenyl; 2,3,4-triF-phenyl;
2-Me-4-MeO-5-F-phenyl; 2,6-diCl-4-MeO-phenyl;
2,4-diMeO-6-F-phenyl; 2,6-diF-4-Cl-phenyl;
2,3,4,6-tetraF-phenyl; 2,3,4,5,6-pentaF-phenyl;
- 15 2-Cl-4-F-phenyl; 2-Cl-6-F-phenyl; 2-Cl-3-Me-phenyl;
2-Cl-4-MeO-phenyl; 2-Cl-4-EtO-phenyl;
2-Cl-4-iPrO-phenyl; 2-Cl-4-CF₃-phenyl;
2-Cl-4-CF₃O-phenyl; 2-Cl-4-(CHF₂)O-phenyl;
2-F-3-Cl-phenyl; 2-F-4-MeO-phenyl; 2-F-5-Me-phenyl;
- 20 2-Me-3-Cl-phenyl; 2-Me-3-CN-phenyl; 2-Me-4-Cl-phenyl;
2-Me-4-F-phenyl; 2-Me-4-CN-phenyl; 2-Me-4-MeO-phenyl;
2-Me-4-EtO-phenyl; 2-Me-4-MeS-phenyl;
2-Me-4-H₂NCO-phenyl; 2-Me-4-MeOC(=O)-phenyl;
- 25 2-Me-4-CH₃C(=O)-phenyl; 2-Me-5-F-phenyl;
2-Et-4-MeO-phenyl; 2-MeO-5-F-phenyl;
2-MeO-4-isopropyl-phenyl; 2-CF₃-4-Cl-phenyl;
2-CF₃-4-F-phenyl; 2-CF₃-4-MeO-phenyl;
2-CF₃-4-EtO-phenyl; 2-CF₃-4-iPrO-phenyl;
- 30 2-CF₃-4-CN-phenyl; 2-CF₃-6-F-phenyl;
2-CHO-4-MeO-phenyl; 2-MeOC(=O)-3-MeO-phenyl;
2-CH₃CH(OH)-4-MeO-phenyl; 2-CH₃CH(OH)-4-F-phenyl;
2-CH₃CH(OH)-4-Cl-phenyl; 2-CH₃CH(OH)-4-Me-phenyl;
2-CH₃CH(OMe)-4-MeO-phenyl; 2-CH₃C(=O)-4-MeO-phenyl;
- 35 2-CH₃C(=O)-4-F-phenyl; 2-CH₃C(=O)-4-Cl-phenyl;
2-CH₃C(=O)-4-Me-phenyl; 2-H₂C(OH)-4-MeO-phenyl;
2-H₂C(OMe)-4-MeO-phenyl; 2-H₃CCH₂CH(OH)-4-MeO-phenyl;

- 2-H₃CCH₂C(=O)-4-MeO-phenyl; 2-CH₃CO₂CH₂CH₂-4-MeO-phenyl;
 (Z)-2-HOCH₂CH=CH-4-MeO-phenyl;
 (E)-2-HOCH₂CH=CH-4-MeO-phenyl;
 (Z)-2-CH₃CO₂CH=CH-4-MeO-phenyl;
 5 (E)-2-CH₃CO₂CH=CH-4-MeO-phenyl;
 2-CH₃OCH₂CH₂-4-MeO-phenyl;
- 3-CN-4-F-phenyl; 3-H₂NCO-4-F-phenyl;
 (2-Cl-phenyl)-CH=CH-; (3-Cl-phenyl)-CH=CH-;
 10 (2,6-diF-phenyl)-CH=CH-; phenyl-CH=CH-;
 (2-Me-4-MeO-phenyl)-CH=CH-;
- cyclohexyl; cyclopentyl; cyclohexylmethyl; benzyl;
 2-F-benzyl; 3-F-benzyl; 4-F-benzyl; 3-MeO-benzyl;
 15 3-OH-benzyl; 2-MeO-benzyl; 2-OH-benzyl;
 tetrahydroquinolin-1-yl;
 tetrahydroindolin-1-yl;
 tetrahydroisoindolin-1-yl;
- 20 phenyl-S-; phenyl-NH-; pyrid-3-yl-NH-;
 (4-Me-pyrid-3-yl)-NH-; (1-naphthyl)-NH-;
 (2-naphthyl)-NH-; (2-Me-naphth-1-yl)-NH-;
 (3-quinoliny)-NH-;
- 25 (2-[1,1'-biphenyl])-NH-; (3-[1,1'-biphenyl])-NH-;
 (4-[1,1'-biphenyl])-NH-; (2-F-phenyl)-NH-;
 (2-Cl-phenyl)-NH-; (2-CF₃-phenyl)-NH-;
 (2-CH₃-phenyl)-NH-; (2-OMe-phenyl)-NH-;
 (2-CN-phenyl)-NH-; (2-OCF₃-phenyl)-NH-;
- 30 (2-SMe-phenyl)-NH-; (3-F-phenyl)-NH-;
 (3-Cl-phenyl)-NH-; (3-CF₃-phenyl)-NH-;
 (3-CH₃-phenyl)-NH-; (3-OMe-phenyl)-NH-;
 (3-CN-phenyl)-NH-; (3-OCF₃-phenyl)-NH-;
- 35 (3-SMe-phenyl)-NH-; (4-F-phenyl)-NH-;
 (4-Cl-phenyl)-NH-; (4-CF₃-phenyl)-NH-;
 (4-CH₃-phenyl)-NH-; (4-OMe-phenyl)-NH-;
 (4-CN-phenyl)-NH-; (4-OCF₃-phenyl)-NH-;

(4-SMe-phenyl)-NH-; (2,3-diCl-phenyl)-NH-;
 (2,4-diCl-phenyl)-NH-; (2,5-diCl-phenyl)-NH-;
 (2,6-diCl-phenyl)-NH-; (3,4-diCl-phenyl)-NH-;
 (3,5-diCl-phenyl)-NH-; (2,3-diF-phenyl)-NH-;
 5 (2,4-diF-phenyl)-NH-; (2,5-diF-phenyl)-NH-;
 (2,6-diF-phenyl)-NH-; (3,4-diF-phenyl)-NH-;
 (3,5-diF-phenyl)-NH-; (2,3-diCH₃-phenyl)-NH-;
 (2,4-diCH₃-phenyl)-NH-; (2,5-diCH₃-phenyl)-NH-;
 (2,6-diCH₃-phenyl)-NH-; (3,4-diCH₃-phenyl)-NH-;
 10 (3,5-diCH₃-phenyl)-NH-; (2,3-diCF₃-phenyl)-NH-;
 (2,4-diCF₃-phenyl)-NH-; (2,5-diCF₃-phenyl)-NH-;
 (2,6-diCF₃-phenyl)-NH-; (3,4-diCF₃-phenyl)-NH-;
 (3,5-diCF₃-phenyl)-NH-; (2,3-diOMe-phenyl)-NH-;
 (2,4-diOMe-phenyl)-NH-; (2,5-diOMe-phenyl)-NH-;
 15 (2,6-diOMe-phenyl)-NH-; (3,4-diOMe-phenyl)-NH-;
 (3,5-diOMe-phenyl)-NH-; (2-F-3-Cl-phenyl)-NH-;
 (2-F-4-Cl-phenyl)-NH-; (2-F-5-Cl-phenyl)-NH-;
 (2-F-6-Cl-phenyl)-NH-; (2-F-3-CH₃-phenyl)-NH-;
 (2-F-4-CH₃-phenyl)-NH-; (2-F-5-CH₃-phenyl)-NH-;
 20 (2-F-6-CH₃-phenyl)-NH-; (2-F-3-CF₃-phenyl)-NH-;
 (2-F-4-CF₃-phenyl)-NH-; (2-F-5-CF₃-phenyl)-NH-;
 (2-F-6-CF₃-phenyl)-NH-; (2-F-3-OMe-phenyl)-NH-;
 (2-F-4-OMe-phenyl)-NH-; (2-F-5-OMe-phenyl)-NH-;
 (2-F-6-OMe-phenyl)-NH-; (2-Cl-3-F-phenyl)-NH-;
 25 (2-Cl-4-F-phenyl)-NH-; (2-Cl-5-F-phenyl)-NH-;
 (2-Cl-6-F-phenyl)-NH-; (2-Cl-3-CH₃-phenyl)-NH-;
 (2-Cl-4-CH₃-phenyl)-NH-; (2-Cl-5-CH₃-phenyl)-NH-;
 (2-Cl-6-CH₃-phenyl)-NH-; (2-Cl-3-CF₃-phenyl)-NH-;
 (2-Cl-4-CF₃-phenyl)-NH-; (2-Cl-5-CF₃-phenyl)-NH-;
 30 (2-Cl-6-CF₃-phenyl)-NH-; (2-Cl-3-OMe-phenyl)-NH-;
 (2-Cl-4-OMe-phenyl)-NH-; (2-Cl-5-OMe-phenyl)-NH-;
 (2-Cl-6-OMe-phenyl)-NH-; (2-CH₃-3-F-phenyl)-NH-;
 (2-CH₃-4-F-phenyl)-NH-; (2-CH₃-5-F-phenyl)-NH-;
 (2-CH₃-6-F-phenyl)-NH-; (2-CH₃-3-Cl-phenyl)-NH-;
 35 (2-CH₃-4-Cl-phenyl)-NH-; (2-CH₃-5-Cl-phenyl)-NH-;
 (2-CH₃-6-Cl-phenyl)-NH-; (2-CH₃-3-CF₃-phenyl)-NH-;
 (2-CH₃-4-CF₃-phenyl)-NH-; (2-CH₃-5-CF₃-phenyl)-NH-;

- (2-CH₃-6-CF₃-phenyl)-NH-; (2-CH₃-3-OMe-phenyl)-NH-;
 (2-CH₃-4-OMe-phenyl)-NH-; (2-CH₃-5-OMe-phenyl)-NH-;
 (2-CH₃-6-OMe-phenyl)-NH-; (2-CF₃-3-F-phenyl)-NH-;
 (2-CF₃-4-F-phenyl)-NH-; (2-CF₃-5-F-phenyl)-NH-;
 5 (2-CF₃-6-F-phenyl)-NH-; (2-CF₃-3-Cl-phenyl)-NH-;
 (2-CF₃-4-Cl-phenyl)-NH-; (2-CF₃-5-Cl-phenyl)-NH-;
 (2-CF₃-6-Cl-phenyl)-NH-; (2-CF₃-3-CH₃-phenyl)-NH-;
 (2-CF₃-4-CH₃-phenyl)-NH-; (2-CH₃-5-CF₃-phenyl)-NH-;
 (2-CF₃-6-CH₃-phenyl)-NH-; (2-CF₃-3-OMe-phenyl)-NH-;
 10 (2-CF₃-4-OMe-phenyl)-NH-; (2-CF₃-5-OMe-phenyl)-NH-;
 (2-CF₃-6-OMe-phenyl)-NH-; (2-OMe-3-F-phenyl)-NH-;
 (2-OMe-4-F-phenyl)-NH-; (2-OMe-5-F-phenyl)-NH-;
 (2-OMe-6-F-phenyl)-NH-; (2-OMe-3-Cl-phenyl)-NH-;
 (2-OMe-4-Cl-phenyl)-NH-; (2-OMe-5-Cl-phenyl)-NH-;
 15 (2-OMe-6-Cl-phenyl)-NH-; (2-OMe-4-CN-phenyl)-NH-;
 (2-OMe-4-CHO-phenyl)-NH-; (2-OMe-3-CH₃-phenyl)-NH-;
 (2-OMe-4-CH₃-phenyl)-NH-; (2-OMe-5-CH₃-phenyl)-NH-;
 (2-OMe-6-CH₃-phenyl)-NH-; (2-OMe-3-CF₃-phenyl)-NH-;
 (2-OMe-4-CF₃-phenyl)-NH-; (2-OMe-5-CF₃-phenyl)-NH-;
 20 (2-OMe-6-CF₃-phenyl)-NH-; (2-acetyl-4-Cl-phenyl)-NH-;
 (2-acetyl-4-Me-phenyl)-NH-; (2-acetyl-4-MeO-phenyl)-NH-;
 (2-CH₃CH(OH)-4-Cl-phenyl)-NH-;
 (2-CH₃CH(OH)-4-Me-phenyl)-NH-;
 (2-CH₃CH(OH)-4-MeO-phenyl)-NH-;
 25
 (3-CF₃-4-Cl-phenyl)-NH-; (3-F-4-CHO-phenyl)-NH-;
 (3-CH₃-4-CN-phenyl)-NH-; (3-CH₃-4-MeO-phenyl)-NH-;
 (3-CH₃-4-Cl-phenyl)-NH-; (3-CH₃-4-F-phenyl)-NH-;
 30 (3-CH₃-4-CO₂Me-phenyl)NH-; (3-CF₃-4-C(O)CH₃-phenyl)NH-; (3-CHO-4-OMe-phenyl)-NH-; (4-F-3-CF₃-phenyl)-NH-;
 (2,3,5-triCl-phenyl)-NH-; (2,4,5-triF-phenyl)-NH-;
 (2,6-diCl-3-Me-phenyl)-NH-; (3,5-diMe-4-MeO-phenyl)-NH-;
 35 (2-F-3-Cl-6-CF₃-phenyl)-NH-;
 benzyl-NH-; (3-quinolinyl)CH₂NH-; (2-F-phenyl)CH₂NH-;

(2-Cl-phenyl)CH₂NH-; (2-CF₃-phenyl)CH₂NH-;
 (2-CH₃-phenyl)CH₂NH-; (2-OMe-phenyl)CH₂NH-;
 (2-CN-phenyl)CH₂NH-; (2-OCF₃-phenyl)CH₂NH-;
 (2-SMe-phenyl)CH₂NH-; (3-F-phenyl)CH₂NH-;
 5 (3-Cl-phenyl)CH₂NH-; (3-CF₃-phenyl)CH₂NH-;
 (3-CH₃-phenyl)CH₂NH-; (3-OMe-phenyl)CH₂NH-;
 (3-CN-phenyl)CH₂NH-; (3-OCF₃-phenyl)CH₂NH-;
 (3-SMe-phenyl)CH₂NH-; (4-F-phenyl)CH₂NH-;
 (4-Cl-phenyl)CH₂NH-; (4-CF₃-phenyl)CH₂NH-;
 10 (4-CH₃-phenyl)CH₂NH-; (4-OMe-phenyl)CH₂NH-;
 (4-CN-phenyl)CH₂NH-; (4-OCF₃-phenyl)CH₂NH-;
 (4-SMe-phenyl)CH₂NH-; (2,3-diCl-phenyl)CH₂NH-;
 (2,4-diCl-phenyl)CH₂NH-; (2,5-diCl-phenyl)CH₂NH-;
 (2,6-diCl-phenyl)CH₂NH-; (3,4-diCl-phenyl)CH₂NH-;
 15 (3,5-diCl-phenyl)CH₂NH-; (2,3-diF-phenyl)CH₂NH-;
 (2,4-diF-phenyl)CH₂NH-; (2,5-diF-phenyl)CH₂NH-;
 (2,6-diF-phenyl)CH₂NH-; (3,4-diF-phenyl)CH₂NH-;
 (3,5-diF-phenyl)CH₂NH-; (2,3-diCH₃-phenyl)CH₂NH-;
 (2,4-diCH₃-phenyl)CH₂NH-; (2,5-diCH₃-phenyl)CH₂NH-;
 20 (2,6-diCH₃-phenyl)CH₂NH-; (3,4-diCH₃-phenyl)CH₂NH-;
 (3,5-diCH₃-phenyl)CH₂NH-; (2,3-diCF₃-phenyl)CH₂NH-;
 (2,4-diCF₃-phenyl)CH₂NH-; (2,5-diCF₃-phenyl)CH₂NH-;
 (2,6-diCF₃-phenyl)CH₂NH-; (3,4-diCF₃-phenyl)CH₂NH-;
 (3,5-diCF₃-phenyl)CH₂NH-; (2,3-diOMe-phenyl)CH₂NH-;
 25 (2,4-diOMe-phenyl)CH₂NH-; (2,5-diOMe-phenyl)CH₂NH-;
 (2,6-diOMe-phenyl)CH₂NH-; (3,4-diOMe-phenyl)CH₂NH-;
 (3,5-diOMe-phenyl)CH₂NH-; (2-F-3-Cl-phenyl)CH₂NH-;
 (2-F-4-Cl-phenyl)CH₂NH-; (2-F-5-Cl-phenyl)CH₂NH-;
 (2-F-6-Cl-phenyl)CH₂NH-; (2-F-3-CH₃-phenyl)CH₂NH-;
 30 (2-F-4-CH₃-phenyl)CH₂NH-; (2-F-5-CH₃-phenyl)CH₂NH-;
 (2-F-6-CH₃-phenyl)CH₂NH-; (2-F-3-CF₃-phenyl)CH₂NH-;
 (2-F-4-CF₃-phenyl)CH₂NH-; (2-F-5-CF₃-phenyl)CH₂NH-;
 (2-F-6-CF₃-phenyl)CH₂NH-; (2-F-3-OMe-phenyl)CH₂NH-;
 (2-F-4-OMe-phenyl)CH₂NH-; (2-F-5-OMe-phenyl)CH₂NH-;
 35 (2-F-6-OMe-phenyl)CH₂NH-; (2-Cl-3-F-phenyl)CH₂NH-;
 (2-Cl-4-F-phenyl)CH₂NH-; (2-Cl-5-F-phenyl)CH₂NH-;
 (2-Cl-6-F-phenyl)CH₂NH-; (2-Cl-3-CH₃-phenyl)CH₂NH-;

- (2-Cl-4-CH₃-phenyl)CH₂NH-; (2-Cl-5-CH₃-phenyl)CH₂NH-;
 (2-Cl-6-CH₃-phenyl)CH₂NH-; (2-Cl-3-CF₃-phenyl)CH₂NH-;
 (2-Cl-4-CF₃-phenyl)CH₂NH-; (2-Cl-5-CF₃-phenyl)CH₂NH-;
 (2-Cl-6-CF₃-phenyl)CH₂NH-; (2-Cl-3-OMe-phenyl)CH₂NH-;
 5 (2-Cl-4-OMe-phenyl)CH₂NH-; (2-Cl-5-OMe-phenyl)CH₂NH-;
 (2-Cl-6-OMe-phenyl)CH₂NH-; (2-CH₃-3-F-phenyl)CH₂NH-;
 (2-CH₃-4-F-phenyl)CH₂NH-; (2-CH₃-5-F-phenyl)CH₂NH-;
 (2-CH₃-6-F-phenyl)CH₂NH-; (2-CH₃-3-Cl-phenyl)CH₂NH-;
 (2-CH₃-4-Cl-phenyl)CH₂NH-; (2-CH₃-5-Cl-phenyl)CH₂NH-;
 10 (2-CH₃-6-Cl-phenyl)CH₂NH-; (2-CH₃-3-CF₃-phenyl)CH₂NH-;
 (2-CH₃-4-CF₃-phenyl)CH₂NH-; (2-CH₃-5-CF₃-phenyl)CH₂NH-;
 (2-CH₃-6-CF₃-phenyl)CH₂NH-; (2-CH₃-3-OMe-phenyl)CH₂NH-;
 (2-CH₃-4-OMe-phenyl)CH₂NH-; (2-CH₃-5-OMe-phenyl)CH₂NH-;
 (2-CH₃-6-OMe-phenyl)CH₂NH-; (2-CF₃-3-F-phenyl)CH₂NH-;
 15 (2-CF₃-4-F-phenyl)CH₂NH-; (2-CF₃-5-F-phenyl)CH₂NH-;
 (2-CF₃-6-F-phenyl)CH₂NH-; (2-CF₃-3-Cl-phenyl)CH₂NH-;
 (2-CF₃-4-Cl-phenyl)CH₂NH-; (2-CF₃-5-Cl-phenyl)CH₂NH-;
 (2-CF₃-6-Cl-phenyl)CH₂NH-; (2-CF₃-3-CH₃-phenyl)CH₂NH-;
 (2-CF₃-4-CH₃-phenyl)CH₂NH-; (2-CH₃-5-CF₃-phenyl)CH₂NH-;
 20 (2-CF₃-6-CH₃-phenyl)CH₂NH-; (2-CF₃-3-OMe-phenyl)CH₂NH-;
 (2-CF₃-4-OMe-phenyl)CH₂NH-; (2-CF₃-5-OMe-phenyl)CH₂NH-;
 (2-CF₃-6-OMe-phenyl)CH₂NH-; (2-OMe-3-F-phenyl)CH₂NH-;
 (2-OMe-4-F-phenyl)CH₂NH-; (2-OMe-5-F-phenyl)CH₂NH-;
 (2-OMe-6-F-phenyl)CH₂NH-; (2-OMe-3-Cl-phenyl)CH₂NH-;
 25 (2-OMe-4-Cl-phenyl)CH₂NH-; (2-OMe-5-Cl-phenyl)CH₂NH-;
 (2-OMe-6-Cl-phenyl)CH₂NH-; (2-OMe-4-CN-phenyl)CH₂NH-;
 (2-OMe-4-CHO-phenyl)CH₂NH-; (2-OMe-3-CH₃-phenyl)CH₂NH-;
 (2-OMe-4-CH₃-phenyl)CH₂NH-; (2-OMe-5-CH₃-phenyl)CH₂NH-;
 (2-OMe-6-CH₃-phenyl)CH₂NH-; (2-OMe-3-CF₃-phenyl)CH₂NH-;
 30 (2-OMe-4-CF₃-phenyl)CH₂NH-; (2-OMe-5-CF₃-phenyl)CH₂NH-;
 (2-OMe-6-CF₃-phenyl)CH₂NH-; (2-acetyl-4-Cl-phenyl)CH₂NH-;
 (2-acetyl-4-Me-phenyl)CH₂NH-;
 (2-acetyl-4-MeO-phenyl)CH₂NH-;
 (2-CH₃CH(OH)-4-Cl-phenyl)CH₂NH-;
 35 (2-CH₃CH(OH)-4-Me-phenyl)CH₂NH-;
 (2-CH₃CH(OH)-4-MeO-phenyl)CH₂NH-;

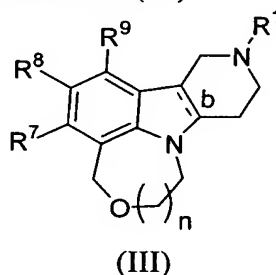
(3-CF₃-4-Cl-phenyl)CH₂NH-; (3-F-4-CHO-phenyl)CH₂NH-;
 (3-CH₃-4-CN-phenyl)CH₂NH-; (3-CH₃-4-MeO-phenyl)CH₂NH-;
 (3-CH₃-4-Cl-phenyl)CH₂NH-; (3-CH₃-4-F-phenyl)CH₂NH-;
 (4-F-3-CF₃-phenyl)CH₂NH-; (3-CH₃-4-CO₂Me-phenyl)CH₂NH-;
 5 (3-CF₃-4-C(O)CH₃-phenyl)CH₂NH-;
 (3-CHO-4-OMe-phenyl)CH₂NH-;

(2,3,5-triCl-phenyl)CH₂NH-;
 (2,4,5-triF-phenyl)CH₂NH-;
 10 (2,6-diCl-3-Me-phenyl)CH₂NH-;
 (3,5-diMe-4-MeO-phenyl)CH₂NH-; and
 (2-F-3-Cl-6-CF₃-phenyl)CH₂NH-;

n is 1 or 2.

15

12. A compound of Claim 10 of Formula (III)



wherein:

20

b is a single bond, wherein the bridge hydrogens are in a cis position;

R¹ is selected from

hydrogen, methyl, ethyl, n-propyl, n-butyl, s-butyl,
 25 t-butyl, n-pentyl, n-hexyl, 2-propyl, 2-butyl, 2-pentyl, 2-hexyl, 2-methylpropyl, 2-
 methylbutyl, 2-methylpentyl, 2-ethylbutyl, 3-methylpentyl, 3-methylbutyl,
 4-methylpentyl, 2-fluoroethyl, 2,2-difluoroethyl,
 2,2,2-trifluoroethyl, 2-propenyl, 2-methyl-2-propenyl, trans-2-butenyl, 3-methyl-
 2-butenyl, 3-butenyl,
 30 trans-2-pentenyl, cis-2-pentenyl, 4-pentenyl,
 4-methyl-3-pentenyl, 3,3-dichloro-2-propenyl,
 trans-3-phenyl-2-propenyl, cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl,
 cyclopropylmethyl, cyclobutylmethyl, cyclopentylmethyl, cyclohexylmethyl,

-CH=CH₂, -CH₂-CH=CH₂, -CH=CH-CH₃, -C≡CH, -C≡C-CH₃,
and -CH₂-C≡CH;

5 R⁷ and R⁹, at each occurrence, are independently selected from hydrogen, fluoro,
methyl, trifluoromethyl, and methoxy; and

10 R⁸ is selected from
hydrogen, fluoro, chloro, bromo, cyano, methyl, ethyl, propyl, isopropyl, butyl, t-
butyl, nitro, trifluoromethyl, methoxy, ethoxy, isopropoxy, trifluoromethoxy,
phenyl;

15 2-Cl-phenyl; 2-F-phenyl; 2-Br-phenyl; 2-CN-phenyl;
2-Me-phenyl; 2-CF₃-phenyl; 2-MeO-phenyl; 2-CF₃O-phenyl; 2-NO₂-phenyl; 2-
MeS-phenyl; 2-CHO-phenyl; 2-HOCH₂-phenyl;

20 3-Cl-phenyl; 3-F-phenyl; 3-Br-phenyl; 3-CN-phenyl;
3-Me-phenyl; 3-Et-phenyl; 3-n-Pr-phenyl; 3-isoPr-phenyl;
3-n-Bu-phenyl; 3-CF₃-phenyl; 3-MeO-phenyl; 3-MeS-phenyl;
3-isopropoxyphenyl; 3-CF₃O-phenyl; 3-NO₂-phenyl;
3-CHO-phenyl; 3-HOCH₂-phenyl; 3-MeOCH₂-phenyl;
3-Me₂NCH₂-phenyl;

25 4-Cl-phenyl; 4-F-phenyl; 4-Br-phenyl; 4-CN-phenyl;
4-Me-phenyl; 4-Et-phenyl; 4-n-Pr-phenyl; 4-iso-Pr-phenyl;
4-n-Bu-phenyl; 4-CF₃-phenyl; 4-MeO-phenyl;
4-isopropoxyphenyl; 4-CF₃O-phenyl; 4-MeS-phenyl;

30 4-acetylphenyl; 3-acetamidophenyl; 4-pyridyl;
2-furanyl; 2-thiophenyl; 2-naphthyl; 1-pyrrolidinyl,

2,3-diCl-phenyl; 2,3-diF-phenyl; 2,3-diMe-phenyl;
2,3-diCF₃-phenyl; 2,3-diMeO-phenyl; 2,3-diCF₃O-phenyl;

35 2,4-diCl-phenyl; 2,4-diF-phenyl; 2,4-diMe-phenyl;
2,4-diCF₃-phenyl; 2,4-diMeO-phenyl; 2,4-diCF₃O-phenyl;

2,5-diCl-phenyl; 2,5-diF-phenyl; 2,5-diMe-phenyl;

- 2,5-diCF₃-phenyl; 2,5-diMeO-phenyl; 2,5-diCF₃O-phenyl;
- 2,6-diCl-phenyl; 2,6-diF-phenyl; 2,6-diMe-phenyl;
2,6-diCF₃-phenyl; 2,6-diMeO-phenyl; 2,6-diCF₃O-phenyl;
- 5 3,4-diCl-phenyl; 3,4-diF-phenyl; 3,4-diMe-phenyl;
3,4-diCF₃-phenyl; 3,4-diMeO-phenyl; 3,4-diCF₃O-phenyl;
- 10 2,4,6-triCl-phenyl; 2,4,6-triF-phenyl;
2,4,6-triMe-phenyl; 2,4,6-triCF₃-phenyl;
2,4,6-triMeO-phenyl; 2,4,6-triCF₃O-phenyl;
2,4,5-triMe-phenyl; 2,3,4-triF-phenyl;
2-Me-4-MeO-5-F-phenyl; 2,6-diCl-4-MeO-phenyl;
2,4-diMeO-6-F-phenyl; 2,6-diF-4-Cl-phenyl;
- 15 2,3,4,6-tetraF-phenyl; 2,3,4,5,6-pentaF-phenyl;
- 20 2-Cl-4-F-phenyl; 2-Cl-6-F-phenyl; 2-Cl-3-Me-phenyl;
2-Cl-4-MeO-phenyl; 2-Cl-4-EtO-phenyl;
2-Cl-4-iPrO-phenyl; 2-Cl-4-CF₃-phenyl;
2-Cl-4-CF₃O-phenyl; 2-Cl-4-(CHF₂)O-phenyl;
2-F-3-Cl-phenyl; 2-F-4-MeO-phenyl; 2-F-5-Me-phenyl;
- 25 2-Me-3-Cl-phenyl; 2-Me-3-CN-phenyl; 2-Me-4-Cl-phenyl;
2-Me-4-F-phenyl; 2-Me-4-CN-phenyl; 2-Me-4-MeO-phenyl;
2-Me-4-EtO-phenyl; 2-Me-4-MeS-phenyl;
2-Me-4-H₂NCO-phenyl; 2-Me-4-MeOC(=O)-phenyl;
2-Me-4-CH₃C(=O)-phenyl; 2-Me-5-F-phenyl;
- 30 2-Et-4-MeO-phenyl; 2-MeO-5-F-phenyl;
2-MeO-4-isopropyl-phenyl; 2-CF₃-4-Cl-phenyl;
2-CF₃-4-F-phenyl; 2-CF₃-4-MeO-phenyl;
2-CF₃-4-EtO-phenyl; 2-CF₃-4-iPrO-phenyl;
2-CF₃-4-CN-phenyl; 2-CF₃-6-F-phenyl;
- 35 2-CHO-4-MeO-phenyl; 2-MeOC(=O)-3-MeO-phenyl;
2-CH₃CH(OH)-4-MeO-phenyl; 2-CH₃CH(OH)-4-F-phenyl;
2-CH₃CH(OH)-4-Cl-phenyl; 2-CH₃CH(OH)-4-Me-phenyl;
2-CH₃CH(OMe)-4-MeO-phenyl; 2-CH₃C(=O)-4-MeO-phenyl;
2-CH₃C(=O)-4-F-phenyl; 2-CH₃C(=O)-4-Cl-phenyl;

- 2-CH₃C(=O)-4-Me-phenyl; 2-H₂C(OH)-4-MeO-phenyl;
 2-H₂C(OMe)-4-MeO-phenyl; 2-H₃CCH₂CH(OH)-4-MeO-phenyl;
 2-H₃CCH₂C(=O)-4-MeO-phenyl; 2-CH₃CO₂CH₂CH₂-4-MeO-phenyl;
 (Z)-2-HOCH₂CH=CH-4-MeO-phenyl;
 5 (E)-2-HOCH₂CH=CH-4-MeO-phenyl;
 (Z)-2-CH₃CO₂CH=CH-4-MeO-phenyl;
 (E)-2-CH₃CO₂CH=CH-4-MeO-phenyl;
 2-CH₃OCH₂CH₂-4-MeO-phenyl;
- 10 3-CN-4-F-phenyl; 3-H₂NCO-4-F-phenyl;
 (2-Cl-phenyl)-CH=CH-; (3-Cl-phenyl)-CH=CH-;
 (2,6-diF-phenyl)-CH=CH-; phenyl-CH=CH-;
 (2-Me-4-MeO-phenyl)-CH=CH-;
- 15 cyclohexyl; cyclopentyl; cyclohexylmethyl; benzyl;
 2-F-benzyl; 3-F-benzyl; 4-F-benzyl; 3-MeO-benzyl;
 3-OH-benzyl; 2-MeO-benzyl; 2-OH-benzyl;
 tetrahydroquinolin-1-yl;
 tetrahydroindolin-1-yl;
 20 tetrahydroisoindolin-1-yl;
- phenyl-S-; phenyl-NH-; pyrid-3-yl-NH-;
 (4-Me-pyrid-3-yl)-NH-; (1-naphthyl)-NH-;
 (2-naphthyl)-NH-; (2-Me-naphth-1-yl)-NH-;
 25 (3-quinoliny)-NH-;
- (2-[1,1'-biphenyl])-NH-; (3-[1,1'-biphenyl])-NH-;
 (4-[1,1'-biphenyl])-NH-; (2-F-phenyl)-NH-;
 (2-Cl-phenyl)-NH-; (2-CF₃-phenyl)-NH-;
 30 (2-CH₃-phenyl)-NH-; (2-OMe-phenyl)-NH-;
 (2-CN-phenyl)-NH-; (2-OCF₃-phenyl)-NH-;
 (2-SMe-phenyl)-NH-; (3-F-phenyl)-NH-;
 (3-Cl-phenyl)-NH-; (3-CF₃-phenyl)-NH-;
 (3-CH₃-phenyl)-NH-; (3-OMe-phenyl)-NH-;
 35 (3-CN-phenyl)-NH-; (3-OCF₃-phenyl)-NH-;
 (3-SMe-phenyl)-NH-; (4-F-phenyl)-NH-;
 (4-Cl-phenyl)-NH-; (4-CF₃-phenyl)-NH-;

(4-CH₃-phenyl)-NH-; (4-OMe-phenyl)-NH-;
 (4-CN-phenyl)-NH-; (4-OCF₃-phenyl)-NH-;
 (4-SMe-phenyl)-NH-; (2,3-diCl-phenyl)-NH-;
 (2,4-diCl-phenyl)-NH-; (2,5-diCl-phenyl)-NH-;
 5 (2,6-diCl-phenyl)-NH-; (3,4-diCl-phenyl)-NH-;
 (3,5-diCl-phenyl)-NH-; (2,3-diF-phenyl)-NH-;
 (2,4-diF-phenyl)-NH-; (2,5-diF-phenyl)-NH-;
 (2,6-diF-phenyl)-NH-; (3,4-diF-phenyl)-NH-;
 (3,5-diF-phenyl)-NH-; (2,3-diCH₃-phenyl)-NH-;
 10 (2,4-diCH₃-phenyl)-NH-; (2,5-diCH₃-phenyl)-NH-;
 (2,6-diCH₃-phenyl)-NH-; (3,4-diCH₃-phenyl)-NH-;
 (3,5-diCH₃-phenyl)-NH-; (2,3-diCF₃-phenyl)-NH-;
 (2,4-diCF₃-phenyl)-NH-; (2,5-diCF₃-phenyl)-NH-;
 (2,6-diCF₃-phenyl)-NH-; (3,4-diCF₃-phenyl)-NH-;
 15 (3,5-diCF₃-phenyl)-NH-; (2,3-diOMe-phenyl)-NH-;
 (2,4-diOMe-phenyl)-NH-; (2,5-diOMe-phenyl)-NH-;
 (2,6-diOMe-phenyl)-NH-; (3,4-diOMe-phenyl)-NH-;
 (3,5-diOMe-phenyl)-NH-; (2-F-3-Cl-phenyl)-NH-;
 (2-F-4-Cl-phenyl)-NH-; (2-F-5-Cl-phenyl)-NH-;
 20 (2-F-6-Cl-phenyl)-NH-; (2-F-3-CH₃-phenyl)-NH-;
 (2-F-4-CH₃-phenyl)-NH-; (2-F-5-CH₃-phenyl)-NH-;
 (2-F-6-CH₃-phenyl)-NH-; (2-F-3-CF₃-phenyl)-NH-;
 (2-F-4-CF₃-phenyl)-NH-; (2-F-5-CF₃-phenyl)-NH-;
 (2-F-6-CF₃-phenyl)-NH-; (2-F-3-OMe-phenyl)-NH-;
 25 (2-F-4-OMe-phenyl)-NH-; (2-F-5-OMe-phenyl)-NH-;
 (2-F-6-OMe-phenyl)-NH-; (2-Cl-3-F-phenyl)-NH-;
 (2-Cl-4-F-phenyl)-NH-; (2-Cl-5-F-phenyl)-NH-;
 (2-Cl-6-F-phenyl)-NH-; (2-Cl-3-CH₃-phenyl)-NH-;
 (2-Cl-4-CH₃-phenyl)-NH-; (2-Cl-5-CH₃-phenyl)-NH-;
 30 (2-Cl-6-CH₃-phenyl)-NH-; (2-Cl-3-CF₃-phenyl)-NH-;
 (2-Cl-4-CF₃-phenyl)-NH-; (2-Cl-5-CF₃-phenyl)-NH-;
 (2-Cl-6-CF₃-phenyl)-NH-; (2-Cl-3-OMe-phenyl)-NH-;
 (2-Cl-4-OMe-phenyl)-NH-; (2-Cl-5-OMe-phenyl)-NH-;
 (2-Cl-6-OMe-phenyl)-NH-; (2-CH₃-3-F-phenyl)-NH-;
 35 (2-CH₃-4-F-phenyl)-NH-; (2-CH₃-5-F-phenyl)-NH-;
 (2-CH₃-6-F-phenyl)-NH-; (2-CH₃-3-Cl-phenyl)-NH-;
 (2-CH₃-4-Cl-phenyl)-NH-; (2-CH₃-5-Cl-phenyl)-NH-;

- (2-CH₃-6-Cl-phenyl)-NH-; (2-CH₃-3-CF₃-phenyl)-NH-;
 (2-CH₃-4-CF₃-phenyl)-NH-; (2-CH₃-5-CF₃-phenyl)-NH-;
 (2-CH₃-6-CF₃-phenyl)-NH-; (2-CH₃-3-OMe-phenyl)-NH-;
 (2-CH₃-4-OMe-phenyl)-NH-; (2-CH₃-5-OMe-phenyl)-NH-;
 5 (2-CH₃-6-OMe-phenyl)-NH-; (2-CF₃-3-F-phenyl)-NH-;
 (2-CF₃-4-F-phenyl)-NH-; (2-CF₃-5-F-phenyl)-NH-;
 (2-CF₃-6-F-phenyl)-NH-; (2-CF₃-3-Cl-phenyl)-NH-;
 (2-CF₃-4-Cl-phenyl)-NH-; (2-CF₃-5-Cl-phenyl)-NH-;
 (2-CF₃-6-Cl-phenyl)-NH-; (2-CF₃-3-CH₃-phenyl)-NH-;
 10 (2-CF₃-4-CH₃-phenyl)-NH-; (2-CH₃-5-CF₃-phenyl)-NH-;
 (2-CF₃-6-CH₃-phenyl)-NH-; (2-CF₃-3-OMe-phenyl)-NH-;
 (2-CF₃-4-OMe-phenyl)-NH-; (2-CF₃-5-OMe-phenyl)-NH-;
 (2-CF₃-6-OMe-phenyl)-NH-; (2-OMe-3-F-phenyl)-NH-;
 (2-OMe-4-F-phenyl)-NH-; (2-OMe-5-F-phenyl)-NH-;
 15 (2-OMe-6-F-phenyl)-NH-; (2-OMe-3-Cl-phenyl)-NH-;
 (2-OMe-4-Cl-phenyl)-NH-; (2-OMe-5-Cl-phenyl)-NH-;
 (2-OMe-6-Cl-phenyl)-NH-; (2-OMe-4-CN-phenyl)-NH-;
 (2-OMe-4-CHO-phenyl)-NH-; (2-OMe-3-CH₃-phenyl)-NH-;
 (2-OMe-4-CH₃-phenyl)-NH-; (2-OMe-5-CH₃-phenyl)-NH-;
 20 (2-OMe-6-CH₃-phenyl)-NH-; (2-OMe-3-CF₃-phenyl)-NH-;
 (2-OMe-4-CF₃-phenyl)-NH-; (2-OMe-5-CF₃-phenyl)-NH-;
 (2-OMe-6-CF₃-phenyl)-NH-; (2-acetyl-4-Cl-phenyl)-NH-;
 (2-acetyl-4-Me-phenyl)-NH-; (2-acetyl-4-MeO-phenyl)-NH-;
 (2-CH₃CH(OH)-4-Cl-phenyl)-NH-;
 25 (2-CH₃CH(OH)-4-Me-phenyl)-NH-;
 (2-CH₃CH(OH)-4-MeO-phenyl)-NH-;
- (3-CF₃-4-Cl-phenyl)-NH-; (3-F-4-CHO-phenyl)-NH-;
 (3-CH₃-4-CN-phenyl)-NH-; (3-CH₃-4-MeO-phenyl)-NH-;
 30 (3-CH₃-4-Cl-phenyl)-NH-; (3-CH₃-4-F-phenyl)-NH-;
- (3-CH₃-4-CO₂Me-phenyl)NH-; (3-CF₃-4-C(O)CH₃-phenyl)NH-; (3-CHO-4-OMe-phenyl)-NH-; (4-F-3-CF₃-phenyl)-NH-;
- 35 (2,3,5-triCl-phenyl)-NH-; (2,4,5-triF-phenyl)-NH-;
 (2,6-diCl-3-Me-phenyl)-NH-; (3,5-diMe-4-MeO-phenyl)-NH-;
 (2-F-3-Cl-6-CF₃-phenyl)-NH-;

benzyl-NH-; (3-quinolinyl)CH₂NH-; (2-F-phenyl)CH₂NH-;
 (2-Cl-phenyl)CH₂NH-; (2-CF₃-phenyl)CH₂NH-;
 (2-CH₃-phenyl)CH₂NH-; (2-OMe-phenyl)CH₂NH-;
 5 (2-CN-phenyl)CH₂NH-; (2-OCF₃-phenyl)CH₂NH-;
 (2-SMe-phenyl)CH₂NH-; (3-F-phenyl)CH₂NH-;
 (3-Cl-phenyl)CH₂NH-; (3-CF₃-phenyl)CH₂NH-;
 (3-CH₃-phenyl)CH₂NH-; (3-OMe-phenyl)CH₂NH-;
 (3-CN-phenyl)CH₂NH-; (3-OCF₃-phenyl)CH₂NH-;
 10 (3-SMe-phenyl)CH₂NH-; (4-F-phenyl)CH₂NH-;
 (4-Cl-phenyl)CH₂NH-; (4-CF₃-phenyl)CH₂NH-;
 (4-CH₃-phenyl)CH₂NH-; (4-OMe-phenyl)CH₂NH-;
 (4-CN-phenyl)CH₂NH-; (4-OCF₃-phenyl)CH₂NH-;
 (4-SMe-phenyl)CH₂NH-; (2,3-diCl-phenyl)CH₂NH-;
 15 (2,4-diCl-phenyl)CH₂NH-; (2,5-diCl-phenyl)CH₂NH-;
 (2,6-diCl-phenyl)CH₂NH-; (3,4-diCl-phenyl)CH₂NH-;
 (3,5-diCl-phenyl)CH₂NH-; (2,3-diF-phenyl)CH₂NH-;
 (2,4-diF-phenyl)CH₂NH-; (2,5-diF-phenyl)CH₂NH-;
 (2,6-diF-phenyl)CH₂NH-; (3,4-diF-phenyl)CH₂NH-;
 20 (3,5-diF-phenyl)CH₂NH-; (2,3-diCH₃-phenyl)CH₂NH-;
 (2,4-diCH₃-phenyl)CH₂NH-; (2,5-diCH₃-phenyl)CH₂NH-;
 (2,6-diCH₃-phenyl)CH₂NH-; (3,4-diCH₃-phenyl)CH₂NH-;
 (3,5-diCH₃-phenyl)CH₂NH-; (2,3-diCF₃-phenyl)CH₂NH-;
 (2,4-diCF₃-phenyl)CH₂NH-; (2,5-diCF₃-phenyl)CH₂NH-;
 25 (2,6-diCF₃-phenyl)CH₂NH-; (3,4-diCF₃-phenyl)CH₂NH-;
 (3,5-diCF₃-phenyl)CH₂NH-; (2,3-diOMe-phenyl)CH₂NH-;
 (2,4-diOMe-phenyl)CH₂NH-; (2,5-diOMe-phenyl)CH₂NH-;
 (2,6-diOMe-phenyl)CH₂NH-; (3,4-diOMe-phenyl)CH₂NH-;
 (3,5-diOMe-phenyl)CH₂NH-; (2-F-3-Cl-phenyl)CH₂NH-;
 30 (2-F-4-Cl-phenyl)CH₂NH-; (2-F-5-Cl-phenyl)CH₂NH-;
 (2-F-6-Cl-phenyl)CH₂NH-; (2-F-3-CH₃-phenyl)CH₂NH-;
 (2-F-4-CH₃-phenyl)CH₂NH-; (2-F-5-CH₃-phenyl)CH₂NH-;
 (2-F-6-CH₃-phenyl)CH₂NH-; (2-F-3-CF₃-phenyl)CH₂NH-;
 (2-F-4-CF₃-phenyl)CH₂NH-; (2-F-5-CF₃-phenyl)CH₂NH-;
 35 (2-F-6-CF₃-phenyl)CH₂NH-; (2-F-3-OMe-phenyl)CH₂NH-;
 (2-F-4-OMe-phenyl)CH₂NH-; (2-F-5-OMe-phenyl)CH₂NH-;
 (2-F-6-OMe-phenyl)CH₂NH-; (2-Cl-3-F-phenyl)CH₂NH-;

(2-Cl-4-F-phenyl)CH₂NH-; (2-Cl-5-F-phenyl)CH₂NH-;
 (2-Cl-6-F-phenyl)CH₂NH-; (2-Cl-3-CH₃-phenyl)CH₂NH-;
 (2-Cl-4-CH₃-phenyl)CH₂NH-; (2-Cl-5-CH₃-phenyl)CH₂NH-;
 (2-Cl-6-CH₃-phenyl)CH₂NH-; (2-Cl-3-CF₃-phenyl)CH₂NH-;
 5 (2-Cl-4-CF₃-phenyl)CH₂NH-; (2-Cl-5-CF₃-phenyl)CH₂NH-;
 (2-Cl-6-CF₃-phenyl)CH₂NH-; (2-Cl-3-OMe-phenyl)CH₂NH-;
 (2-Cl-4-OMe-phenyl)CH₂NH-; (2-Cl-5-OMe-phenyl)CH₂NH-;
 (2-Cl-6-OMe-phenyl)CH₂NH-; (2-CH₃-3-F-phenyl)CH₂NH-;
 (2-CH₃-4-F-phenyl)CH₂NH-; (2-CH₃-5-F-phenyl)CH₂NH-;
 10 (2-CH₃-6-F-phenyl)CH₂NH-; (2-CH₃-3-Cl-phenyl)CH₂NH-;
 (2-CH₃-4-Cl-phenyl)CH₂NH-; (2-CH₃-5-Cl-phenyl)CH₂NH-;
 (2-CH₃-6-Cl-phenyl)CH₂NH-; (2-CH₃-3-CF₃-phenyl)CH₂NH-;
 (2-CH₃-4-CF₃-phenyl)CH₂NH-; (2-CH₃-5-CF₃-phenyl)CH₂NH-;
 (2-CH₃-6-CF₃-phenyl)CH₂NH-; (2-CH₃-3-OMe-phenyl)CH₂NH-;
 15 (2-CH₃-4-OMe-phenyl)CH₂NH-; (2-CH₃-5-OMe-phenyl)CH₂NH-;
 (2-CH₃-6-OMe-phenyl)CH₂NH-; (2-CF₃-3-F-phenyl)CH₂NH-;
 (2-CF₃-4-F-phenyl)CH₂NH-; (2-CF₃-5-F-phenyl)CH₂NH-;
 (2-CF₃-6-F-phenyl)CH₂NH-; (2-CF₃-3-Cl-phenyl)CH₂NH-;
 (2-CF₃-4-Cl-phenyl)CH₂NH-; (2-CF₃-5-Cl-phenyl)CH₂NH-;
 20 (2-CF₃-6-Cl-phenyl)CH₂NH-; (2-CF₃-3-CH₃-phenyl)CH₂NH-;
 (2-CF₃-4-CH₃-phenyl)CH₂NH-; (2-CH₃-5-CF₃-phenyl)CH₂NH-;
 (2-CF₃-6-CH₃-phenyl)CH₂NH-; (2-CF₃-3-OMe-phenyl)CH₂NH-;
 (2-CF₃-4-OMe-phenyl)CH₂NH-; (2-CF₃-5-OMe-phenyl)CH₂NH-;
 (2-CF₃-6-OMe-phenyl)CH₂NH-; (2-OMe-3-F-phenyl)CH₂NH-;
 25 (2-OMe-4-F-phenyl)CH₂NH-; (2-OMe-5-F-phenyl)CH₂NH-;
 (2-OMe-6-F-phenyl)CH₂NH-; (2-OMe-3-Cl-phenyl)CH₂NH-;
 (2-OMe-4-Cl-phenyl)CH₂NH-; (2-OMe-5-Cl-phenyl)CH₂NH-;
 (2-OMe-6-Cl-phenyl)CH₂NH-; (2-OMe-4-CN-phenyl)CH₂NH-;
 (2-OMe-4-CHO-phenyl)CH₂NH-; (2-OMe-3-CH₃-phenyl)CH₂NH-;
 30 (2-OMe-4-CH₃-phenyl)CH₂NH-; (2-OMe-5-CH₃-phenyl)CH₂NH-;
 (2-OMe-6-CH₃-phenyl)CH₂NH-; (2-OMe-3-CF₃-phenyl)CH₂NH-;
 (2-OMe-4-CF₃-phenyl)CH₂NH-; (2-OMe-5-CF₃-phenyl)CH₂NH-;
 (2-OMe-6-CF₃-phenyl)CH₂NH-; (2-acetyl-4-Cl-phenyl)CH₂NH-;
 (2-acetyl-4-Me-phenyl)CH₂NH-;
 35 (2-acetyl-4-MeO-phenyl)CH₂NH-;
 (2-CH₃CH(OH)-4-Cl-phenyl)CH₂NH-;
 (2-CH₃CH(OH)-4-Me-phenyl)CH₂NH-;

(2-CH₃CH(OH)-4-MeO-phenyl)CH₂NH-;

(3-CF₃-4-Cl-phenyl)CH₂NH-; (3-F-4-CHO-phenyl)CH₂NH-;

(3-CH₃-4-CN-phenyl)CH₂NH-; (3-CH₃-4-MeO-phenyl)CH₂NH-;

5 (3-CH₃-4-Cl-phenyl)CH₂NH-; (3-CH₃-4-F-phenyl)CH₂NH-;

(4-F-3-CF₃-phenyl)CH₂NH-; (3-CH₃-4-CO₂Me-phenyl)CH₂NH-;

(3-CF₃-4-C(O)CH₃-phenyl)CH₂NH-;

(3-CHO-4-OMe-phenyl)CH₂NH-;

10 (2,3,5-triCl-phenyl)CH₂NH-;

(2,4,5-triF-phenyl)CH₂NH-;

(2,6-diCl-3-Me-phenyl)CH₂NH-;

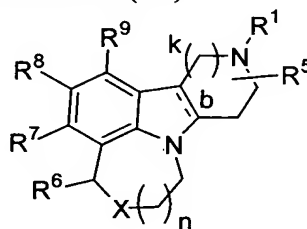
(3,5-diMe-4-MeO-phenyl)CH₂NH-; and

(2-F-3-Cl-6-CF₃-phenyl)CH₂NH-;

15

n is 1 or 2.

13. A compound of Claim 1 of formula (I-a)



20

(I-a)

wherein:

X is -O-, -S-, -S(=O)-, -S(=O)₂-, or -NR¹⁰-;

25

R¹ is selected from

C₁₋₆ alkyl substituted with Z,

C₂₋₆ alkenyl substituted with Z,

C₂₋₆ alkynyl substituted with Z,

30

C₃₋₆ cycloalkyl substituted with Z,

aryl substituted with Z,

5-6 membered heterocyclic ring system containing at least one heteroatom
 selected from the group consisting of N, O, and S, said heterocyclic
 ring system substituted with Z;
 C₁₋₆ alkyl substituted with 0-2 R²,
 5 C₂₋₆ alkenyl substituted with 0-2 R²,
 C₂₋₆ alkynyl substituted with 0-2 R²,
 aryl substituted with 0-2 R², and
 5-6 membered heterocyclic ring system containing at least one heteroatom
 selected from the group consisting of N, O, and S, said heterocyclic
 10 ring system substituted with 0-2 R²;

Z is selected from H,
 -CH(OH)R²,
 -C(ethylenedioxy)R²,
 15 -OR²,
 -SR²,
 -NR²R³,
 -C(O)R²,
 -C(O)NR²R³,
 20 -NR³C(O)R²,
 -C(O)OR²,
 -OC(O)R²,
 -CH(=NR⁴)NR²R³,
 -NHC(=NR⁴)NR²R³,
 25 -S(O)R²,
 -S(O)₂R²,
 -S(O)₂NR²R³, and -NR³S(O)₂R²;

R², at each occurrence, is independently selected from
 30 C₁₋₄ alkyl,
 C₂₋₄ alkenyl,
 C₂₋₄ alkynyl,
 C₃₋₆ cycloalkyl,
 aryl substituted with 0-5 R⁴²;
 35 C₃₋₁₀ carbocyclic residue substituted with 0-3 R⁴¹, and

5-10 membered heterocyclic ring system containing from 1-4 heteroatoms selected from the group consisting of N, O, and S substituted with 0-3 R⁴¹;

5 R³, at each occurrence, is independently selected from H, C₁₋₄ alkyl, C₂₋₄ alkenyl, C₂₋₄ alkynyl, and C₁₋₄ alkoxy;

alternatively, R² and R³ join to form a 5- or 6-membered ring optionally substituted
10 with -O- or -N(R⁴)-;

R⁴, at each occurrence, is independently selected from H, methyl, ethyl, propyl, and butyl;

15 R⁵ is H, methyl, ethyl, propyl, or butyl;

R⁶ is H, methyl, ethyl, propyl, or butyl;

R⁷, R⁸, and R⁹, at each occurrence, are independently selected from
20 H, halo, -CF₃, -OCF₃, -OH, -CN, -NO₂, -NR⁴⁶R⁴⁷,
C₁₋₈ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, C₁₋₄ haloalkyl, C₁₋₈ alkoxy, (C₁₋₄ haloalkyl)oxy,
C₁₋₄ alkyl substituted with 0-2 R¹¹,
C₃₋₁₀ carbocyclic residue substituted with 0-3 R³³,
25 aryl substituted with 0-5 R³³,
5-10 membered heterocyclic ring system containing from 1-4 heteroatoms selected from the group consisting of N, O, and S substituted with 0-3 R³¹;

30 OR¹², SR¹², NR¹²R¹³, C(O)H, C(O)R¹², C(O)NR¹²R¹³, NR¹⁴C(O)R¹²,
C(O)OR¹², OC(O)R¹², OC(O)OR¹², CH(=NR¹⁴)NR¹²R¹³,
NHC(=NR¹⁴)NR¹²R¹³, S(O)R¹², S(O)₂R¹², S(O)NR¹²R¹³,
S(O)₂NR¹²R¹³, NR¹⁴S(O)R¹², NR¹⁴S(O)₂R¹², NR¹²C(O)R¹⁵,
NR¹²C(O)OR¹⁵, NR¹²S(O)₂R¹⁵, and NR¹²C(O)NHR¹⁵;

35 R¹⁰ is selected from H, C₁₋₄ alkyl, C₂₋₄ alkenyl, C₂₋₄ alkynyl, and C₁₋₄ alkoxy;

R¹¹ is selected from

H, halo, -CF₃, -CN, -NO₂,

C₁₋₈ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, C₁₋₄ haloalkyl, C₁₋₈ alkoxy, C₃₋₁₀
cycloalkyl,

5 C₃₋₁₀ carbocyclic residue substituted with 0-3 R³³,

aryl substituted with 0-5 R³³,

5-10 membered heterocyclic ring system containing from 1-4 heteroatoms
selected from the group consisting of N, O, and S substituted with 0-3
R³¹;

10

OR¹², SR¹², NR¹²R¹³, C(O)H, C(O)R¹², C(O)NR¹²R¹³, NR¹⁴C(O)R¹²,
C(O)OR¹², OC(O)R¹², OC(O)OR¹², CH(=NR¹⁴)NR¹²R¹³,
NHC(=NR¹⁴)NR¹²R¹³, S(O)R¹², S(O)₂R¹², S(O)NR¹²R¹³,
S(O)₂NR¹²R¹³, NR¹⁴S(O)R¹², and NR¹⁴S(O)₂R¹²;

15

R¹², at each occurrence, is independently selected from

C₁₋₄ alkyl,

C₂₋₄ alkenyl,

C₂₋₄ alkynyl,

20

C₃₋₆ cycloalkyl,

phenyl substituted with 0-5 R³³;

C₃₋₁₀ carbocyclic residue substituted with 0-3 R³³, and

5-10 membered heterocyclic ring system containing from 1-4 heteroatoms
selected from the group consisting of N, O, and S substituted with 0-3
R³¹;

25

R¹³, at each occurrence, is independently selected from

H, C₁₋₄ alkyl, C₂₋₄ alkenyl, and C₂₋₄ alkynyl;

30

alternatively, R¹² and R¹³ join to form a 5- or 6-membered ring optionally
substituted with -O- or -N(R¹⁴)-;

R¹⁴, at each occurrence, is independently selected from H and C₁₋₄ alkyl;

35

R³¹, at each occurrence, is independently selected from CN, NO₂, -OCF₃, -
OCH₂CF₃, -C(=O)H, -C(=O)NH₂, -C(=O)OCH₃, phenyl, C₂₋₆ alkenyl, C₂₋₆
alkynyl, C₃₋₆ cycloalkyl, C₁₋₄ haloalkyl, C₁₋₄ haloalkyl-oxy-, C₁₋₄ alkyloxy-

, C₁₋₄ alkylthio-, C₁₋₄ alkyl-C(=O)-, C₁₋₄ alkyl-OC(=O)-, C₁₋₄ alkyl-C(=O)O-, C₁₋₄ alkyl-C(=O)NH-, C₁₋₄ alkyl-NHC(=O)-, (C₁₋₄ alkyl)₂NC(=O)-, C₃₋₆ cycloalkyl-oxy-, C₃₋₆ cycloalkylmethyl-oxy-; C₁₋₆ alkyl substituted with OH, methoxy, ethoxy, propoxy, butoxy, -SO₂R⁴⁵, -NR⁴⁶R⁴⁷, NR⁴⁶R⁴⁷C(=O)-, or (C₁₋₄ alkyl)CO₂-; and C₂₋₆ alkenyl substituted with OH, methoxy, ethoxy, propoxy, butoxy, -SO₂R⁴⁵, -NR⁴⁶R⁴⁷, NR⁴⁶R⁴⁷C(=O)-, or (C₁₋₄ alkyl)CO₂-;

R³³, at each occurrence, is independently selected from
 H, OH, halo, CN, NO₂, CF₃, -OCF₃, -OCH₂CF₃, SO₂R⁴⁵, NR⁴⁶R⁴⁷, -C(=O)H, =O, -C(=O)NH₂, -C(=O)OCH₃, phenyl, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₃₋₆ cycloalkyl, C₁₋₄ haloalkyl, C₁₋₄ haloalkyl-oxy-, C₁₋₄ alkyloxy-, C₁₋₄ alkylthio-, C₁₋₄ alkyl-C(=O)-, C₁₋₄ alkyl-OC(=O)-, C₁₋₄ alkyl-C(=O)O-, C₁₋₄ alkyl-C(=O)NH-, C₁₋₄ alkyl-NHC(=O)-, (C₁₋₄ alkyl)₂NC(=O)-, C₃₋₆ cycloalkyl-oxy-, C₃₋₆ cycloalkylmethyl-oxy-; C₁₋₆ alkyl substituted with OH, methoxy, ethoxy, propoxy, butoxy, -SO₂R⁴⁵, -NR⁴⁶R⁴⁷, NR⁴⁶R⁴⁷C(=O)-, or (C₁₋₄ alkyl)CO₂-; and C₂₋₆ alkenyl substituted with OH, methoxy, ethoxy, propoxy, butoxy, -SO₂R⁴⁵, -NR⁴⁶R⁴⁷, NR⁴⁶R⁴⁷C(=O)-, or (C₁₋₄ alkyl)CO₂-;

R⁴¹, at each occurrence, is independently selected from
 H, CF₃, halo, OH, CO₂H, SO₂R⁴⁵, NR⁴⁶R⁴⁷, NO₂, CN, =O, C₂₋₈ alkenyl, C₂₋₈ alkynyl, C₁₋₄ alkoxy, C₁₋₄ haloalkyl, C₁₋₄ alkyl substituted with 0-1 R⁴³, aryl substituted with 0-3 R⁴², and 5-10 membered heterocyclic ring system containing from 1-4 heteroatoms selected from the group consisting of N, O, and S substituted with 0-3 R⁴⁴;

R⁴², at each occurrence, is independently selected from
 H, CF₃, halo, OH, CO₂H, SO₂R⁴⁵, SR⁴⁵, NR⁴⁶R⁴⁷, OR⁴⁸, NO₂, CN, CH(=NH)NH₂, NHC(=NH)NH₂, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₄ alkoxy, C₁₋₄ haloalkyl, C₃₋₆ cycloalkyl, C₁₋₄ alkyl substituted with 0-1 R⁴³, aryl substituted with 0-3 R⁴⁴, and

5-10 membered heterocyclic ring system containing from 1-4 heteroatoms selected from the group consisting of N, O, and S substituted with 0-3 R⁴⁴;

5 R⁴³ is C₃₋₆ cycloalkyl or aryl substituted with 0-3 R⁴⁴;

R⁴⁴, at each occurrence, is independently selected from H, halo, -OH, NR⁴⁶R⁴⁷, CO₂H, SO₂R⁴⁵, -CF₃, -OCF₃, -CN, -NO₂, C₁₋₄ alkyl, and C₁₋₄ alkoxy;

10 R⁴⁵ is C₁₋₄ alkyl;

R⁴⁶, at each occurrence, is independently selected from H and C₁₋₄ alkyl;

R⁴⁷, at each occurrence, is independently selected from H, C₁₋₄ alkyl, -
15 C(=O)NH(C₁₋₄ alkyl), -SO₂(C₁₋₄ alkyl),
-SO₂(phenyl), -C(=O)O(C₁₋₄ alkyl), -C(=O)(C₁₋₄ alkyl), and -C(=O)H;

R⁴⁸, at each occurrence, is independently selected from H, C₁₋₄ alkyl, -
20 C(=O)NH(C₁₋₄ alkyl), -C(=O)O(C₁₋₄ alkyl),
-C(=O)(C₁₋₄ alkyl), and -C(=O)H;

k is 1 or 2; and

n is 1 or 2.
25

14. A compound of Claim 13 wherein:

X is -O-, -S-, or -NH-;

30 R¹ is selected from
C₂₋₅ alkyl substituted with Z,
C₂₋₅ alkenyl substituted with Z,
C₂₋₅ alkynyl substituted with Z,
C₃₋₆ cycloalkyl substituted with Z,
35 aryl substituted with Z,

5-6 membered heterocyclic ring system containing at least one heteroatom
selected from the group consisting of N, O, and S, said heterocyclic
ring system substituted with Z;

C₁₋₅ alkyl substituted with 0-2 R²,

5 C₂₋₅ alkenyl substituted with 0-2 R², and

C₂₋₅ alkynyl substituted with 0-2 R²;

Z is selected from H,

-CH(OH)R²,

10 -C(ethylenedioxy)R²,

-OR²,

-SR²,

-NR²R³,

-C(O)R²,

15 -C(O)NR²R³,

-NR³C(O)R²,

-C(O)OR²,

-OC(O)R²,

-CH(=NR⁴)NR²R³,

20 -NHC(=NR⁴)NR²R³,

-S(O)R²,

-S(O)₂R²,

-S(O)₂NR²R³, and -NR³S(O)₂R²;

25 R², at each occurrence, is independently selected from

C₁₋₄ alkyl,

C₂₋₄ alkenyl,

C₂₋₄ alkynyl,

C₃₋₆ cycloalkyl,

30 aryl substituted with 0-5 R⁴²;

C₃₋₁₀ carbocyclic residue substituted with 0-3 R⁴¹, and

5-10 membered heterocyclic ring system containing from 1-4 heteroatoms
selected from the group consisting of N, O, and S substituted with 0-3
R⁴¹;

35

R³, at each occurrence, is independently selected from

H, C₁₋₄ alkyl, C₂₋₄ alkenyl, C₂₋₄ alkynyl, and

C₁₋₄ alkoxy;

alternatively, R² and R³ join to form a 5- or 6-membered ring optionally substituted with -O- or -N(R⁴)-;

5

R⁴, at each occurrence, is independently selected from H, methyl, ethyl, propyl, and butyl;

R⁵ is H, methyl, or ethyl;

10

R⁶ is H, methyl, ethyl, propyl, or butyl;

R⁷, R⁸, and R⁹, at each occurrence, are independently selected from H, halo, -CF₃, -OCF₃, -OH, -OCH₃, -CN, -NO₂, -NR⁴⁶R⁴⁷,

15

C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₄ haloalkyl, C₁₋₆ alkoxy, (C₁₋₄ haloalkyl)oxy,

C₁₋₄ alkyl substituted with 0-2 R¹¹,

C₃₋₁₀ carbocyclic residue substituted with 0-3 R³³,

aryl substituted with 0-5 R³³,

20

5-10 membered heterocyclic ring system containing from 1-4 heteroatoms selected from the group consisting of N, O, and S substituted with 0-3 R³¹;

25

OR¹², SR¹², NR¹²R¹³, C(O)H, C(O)R¹², C(O)NR¹²R¹³, NR¹⁴C(O)R¹², C(O)OR¹², OC(O)R¹², CH(=NR¹⁴)NR¹²R¹³, NHC(=NR¹⁴)NR¹²R¹³, S(O)R¹², S(O)₂R¹², S(O)₂NR¹²R¹³, NR¹⁴S(O)₂R¹², NR¹⁴S(O)R¹², NR¹⁴S(O)₂R¹², NR¹²C(O)R¹⁵, NR¹²C(O)OR¹⁵, NR¹²S(O)₂R¹⁵, and NR¹²C(O)NHR¹⁵;

30

R¹¹ is selected from

H, halo, -CF₃, -OCF₃, -OH, -OCH₃, -CN, -NO₂, -NR⁴⁶R⁴⁷,

C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₄ haloalkyl, C₁₋₆ alkoxy, (C₁₋₄ haloalkyl)oxy,

C₃₋₁₀ carbocyclic residue substituted with 0-3 R³³,

35

aryl substituted with 0-5 R³³,

5-10 membered heterocyclic ring system containing from 1-4 heteroatoms selected from the group consisting of N, O, and S substituted with 0-3 R³¹;

5 OR¹², SR¹², NR¹²R¹³, C(O)H, C(O)R¹², C(O)NR¹²R¹³, NR¹⁴C(O)R¹², C(O)OR¹², OC(O)R¹², CH(=NR¹⁴)NR¹²R¹³, NHC(=NR¹⁴)NR¹²R¹³, S(O)R¹², S(O)₂R¹², S(O)₂NR¹²R¹³, and NR¹⁴S(O)₂R¹²;

10 R¹², at each occurrence, is independently selected from
 C₁₋₄ alkyl,
 C₂₋₄ alkenyl,
 C₂₋₄ alkynyl,
 C₃₋₆ cycloalkyl,
 15 phenyl substituted with 0-5 R³³;
 C₃₋₁₀ carbocyclic residue substituted with 0-3 R³³, and
 5-10 membered heterocyclic ring system containing from 1-4 heteroatoms
 selected from the group consisting of N, O, and S substituted with 0-3
 R³¹;

20 R¹³, at each occurrence, is independently selected from
 H, C₁₋₄ alkyl, C₂₋₄ alkenyl, and C₂₋₄ alkynyl;

alternatively, R¹² and R¹³ join to form a 5- or 6-membered ring optionally
 25 substituted with -O- or -N(R¹⁴)-;

R¹⁴, at each occurrence, is independently selected from H and C₁₋₄ alkyl;

R³¹, at each occurrence, is independently selected from CN, NO₂, -OCF₃, -
 30 OCH₂CF₃, -C(=O)H, -C(=O)NH₂, -C(=O)OCH₃, phenyl, C₂₋₆ alkenyl, C₂₋₆
 alkynyl, C₃₋₆ cycloalkyl, C₁₋₄ haloalkyl, C₁₋₄ haloalkyl-oxy-, C₁₋₄ alkyloxy-
 , C₁₋₄ alkylthio-, C₁₋₄ alkyl-C(=O)-, C₁₋₄ alkyl-OC(=O)-, C₁₋₄ alkyl-
 C(=O)O-, C₁₋₄ alkyl-C(=O)NH-, C₁₋₄ alkyl-NHC(=O)-, (C₁₋₄
 alkyl)₂NC(=O)-, C₃₋₆ cycloalkyl-oxy-, C₃₋₆ cycloalkylmethyl-oxy-; C₁₋₆
 35 alkyl substituted with OH, methoxy, ethoxy, propoxy, butoxy, -SO₂R⁴⁵, -
 NR⁴⁶R⁴⁷, NR⁴⁶R⁴⁷C(=O)-, or (C₁₋₄ alkyl)CO₂-; and C₂₋₆ alkenyl

substituted with OH, methoxy, ethoxy, propoxy, butoxy, -SO₂R⁴⁵, -NR⁴⁶R⁴⁷, NR⁴⁶R⁴⁷C(=O)-, or (C₁₋₄ alkyl)CO₂-;

R³³, at each occurrence, is independently selected from

- 5 H, OH, halo, CN, NO₂, CF₃, -OCF₃, -OCH₂CF₃, SO₂R⁴⁵, NR⁴⁶R⁴⁷, -C(=O)H, =O, -C(=O)NH₂, -C(=O)OCH₃, phenyl, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₃₋₆ cycloalkyl, C₁₋₄ haloalkyl, C₁₋₄ haloalkyl-oxy-, C₁₋₄ alkyloxy-, C₁₋₄ alkylthio-, C₁₋₄ alkyl-C(=O)-, C₁₋₄ alkyl-OC(=O)-, C₁₋₄ alkyl-C(=O)O-, C₁₋₄ alkyl-C(=O)NH-, C₁₋₄ alkyl-NHC(=O)-, (C₁₋₄ alkyl)₂NC(=O)-, C₃₋₆ cycloalkyl-oxy-, C₃₋₆ cycloalkylmethyl-oxy-; C₁₋₆ alkyl substituted with OH, methoxy, ethoxy, propoxy, butoxy, -SO₂R⁴⁵, -NR⁴⁶R⁴⁷, NR⁴⁶R⁴⁷C(=O)-, or (C₁₋₄ alkyl)CO₂-; and C₂₋₆ alkenyl substituted with OH, methoxy, ethoxy, propoxy, butoxy, -SO₂R⁴⁵, -NR⁴⁶R⁴⁷, NR⁴⁶R⁴⁷C(=O)-, or (C₁₋₄ alkyl)CO₂-;

15

R⁴¹, at each occurrence, is independently selected from

- H, CF₃, halo, OH, CO₂H, SO₂R⁴⁵, NR⁴⁶R⁴⁷, NO₂, CN, =O, C₂₋₈ alkenyl, C₂₋₈ alkynyl, C₁₋₄ alkoxy, C₁₋₄ haloalkyl, C₁₋₄ alkyl substituted with 0-1 R⁴³, aryl substituted with 0-3 R⁴², and 5-10 membered heterocyclic ring system containing from 1-4 heteroatoms selected from the group consisting of N, O, and S substituted with 0-3 R⁴⁴;

20

25 R⁴², at each occurrence, is independently selected from

- H, CF₃, halo, OH, CO₂H, SO₂R⁴⁵, SR⁴⁵, NR⁴⁶R⁴⁷, OR⁴⁸, NO₂, CN, CH(=NH)NH₂, NHC(=NH)NH₂, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₄ alkoxy, C₁₋₄ haloalkyl, C₃₋₆ cycloalkyl, C₁₋₄ alkyl substituted with 0-1 R⁴³, aryl substituted with 0-3 R⁴⁴, and 5-10 membered heterocyclic ring system containing from 1-4 heteroatoms selected from the group consisting of N, O, and S substituted with 0-3 R⁴⁴;

30

35 R⁴³ is C₃₋₆ cycloalkyl or aryl substituted with 0-3 R⁴⁴;

R⁴⁴, at each occurrence, is independently selected from H, halo, -OH, NR⁴⁶R⁴⁷, CO₂H, SO₂R⁴⁵, -CF₃, -OCF₃, -CN, -NO₂, C₁₋₄ alkyl, and C₁₋₄ alkoxy;

R⁴⁵ is C₁₋₄ alkyl;

5

R⁴⁶, at each occurrence, is independently selected from H and C₁₋₃ alkyl;

R⁴⁷, at each occurrence, is independently selected from H, C₁₋₄ alkyl, -C(=O)NH(C₁₋₄ alkyl), -SO₂(C₁₋₄ alkyl),

10 -SO₂(phenyl), -C(=O)O(C₁₋₄ alkyl), -C(=O)(C₁₋₄ alkyl), and -C(=O)H;

R⁴⁸, at each occurrence, is independently selected from H, C₁₋₄ alkyl, -C(=O)NH(C₁₋₄ alkyl), -C(=O)O(C₁₋₄ alkyl), -C(=O)(C₁₋₄ alkyl), and -C(=O)H;

15

k is 1 or 2; and

n is 1 or 2.

20 15. A compound of Claim 13 wherein:

X is -O- or -S-;

R¹ is selected from

25

C₂₋₄ alkyl substituted with Z,
C₂₋₄ alkenyl substituted with Z,
C₂₋₄ alkynyl substituted with Z,
C₃₋₆ cycloalkyl substituted with Z,
aryl substituted with Z,

30

5-6 membered heterocyclic ring system containing at least one heteroatom
selected from the group consisting of N, O, and S, said heterocyclic
ring system substituted with Z;
C₂₋₄ alkyl substituted with 0-2 R², and
C₂₋₄ alkenyl substituted with 0-2 R²;

35

Z is selected from H,
-CH(OH)R²,

-C(ethylenedioxy)R²,
 -OR²,
 -SR²,
 -NR²R³,
 5 -C(O)R²,
 -C(O)NR²R³,
 -NR³C(O)R²,
 -C(O)OR²,
 -S(O)R²,
 10 -S(O)₂R²,
 -S(O)₂NR²R³, and -NR³S(O)₂R²;

R², at each occurrence, is independently selected from
 phenyl substituted with 0-5 R⁴²;
 15 C₃₋₁₀ carbocyclic residue substituted with 0-3 R⁴¹, and
 5-10 membered heterocyclic ring system containing from 1-4 heteroatoms
 selected from the group consisting of N, O, and S substituted with 0-3
 R⁴¹;

20 R³, at each occurrence, is independently selected from
 H, C₁₋₄ alkyl, C₂₋₄ alkenyl, C₂₋₄ alkynyl, and
 C₁₋₄ alkoxy;

alternatively, R² and R³ join to form a 5- or 6-membered ring optionally substituted
 25 with -O- or -N(R⁴)-;

R⁴, at each occurrence, is independently selected from H, methyl, ethyl, propyl, and
 butyl;

30 R⁵ is H;

R⁶ is H;

35 R⁷, R⁸, and R⁹, at each occurrence, are independently selected from
 H, halo, -CF₃, -OCF₃, -OH, -OCH₃, -CN, -NO₂,
 C₁₋₄ alkyl, C₁₋₄ haloalkyl, C₁₋₄ alkoxy, (C₁₋₃ haloalkyl)oxy, and
 C₁₋₄ alkyl substituted with 0-2 R¹¹;

R¹¹ is selected from

H, halo, -CF₃, -OCF₃, -OH, -OCH₃, -CN, -NO₂,
C₁₋₄ alkyl, C₁₋₄ haloalkyl, C₁₋₄ alkoxy, and (C₁₋₃ haloalkyl)oxy;

5

R³³, at each occurrence, is independently selected from

H, OH, halo, CF₃, and methyl;

R⁴¹, at each occurrence, is independently selected from

10 H, CF₃, halo, OH, CO₂H, SO₂R⁴⁵, NR⁴⁶R⁴⁷, NO₂, CN, =O,
C₂₋₈ alkenyl, C₂₋₈ alkynyl, C₁₋₄ alkoxy, C₁₋₄ haloalkyl,
C₁₋₄ alkyl substituted with 0-1 R⁴³,
aryl substituted with 0-3 R⁴², and
5-10 membered heterocyclic ring system containing from 1-4 heteroatoms
15 selected from the group consisting of N, O, and S substituted with 0-3
R⁴⁴;

R⁴², at each occurrence, is independently selected from

20 H, CF₃, halo, OH, CO₂H, SO₂R⁴⁵, SR⁴⁵, NR⁴⁶R⁴⁷, OR⁴⁸, NO₂, CN,
CH(=NH)NH₂, NHC(=NH)NH₂,
C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₁₋₄ alkoxy, C₁₋₄ haloalkyl, C₃₋₆ cycloalkyl,
C₁₋₄ alkyl substituted with 0-1 R⁴³,
aryl substituted with 0-3 R⁴⁴, and
5-10 membered heterocyclic ring system containing from 1-4 heteroatoms
25 selected from the group consisting of N, O, and S substituted with 0-3
R⁴⁴;

R⁴³ is cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl, phenyl, or pyridyl, each
substituted with 0-3 R⁴⁴;

30

R⁴⁴, at each occurrence, is independently selected from H, halo, -OH, NR⁴⁶R⁴⁷,
CO₂H, SO₂R⁴⁵, -CF₃, -OCF₃, -CN, -NO₂, methyl, ethyl, propyl, butyl,
methoxy, ethoxy, propoxy, and butoxy;

35 R⁴⁵ is methyl, ethyl, propyl, or butyl;

R⁴⁶, at each occurrence, is independently selected from H, methyl, ethyl, propyl, and butyl;

R⁴⁷, at each occurrence, is independently selected from

5 H, methyl, ethyl, n-propyl, i-propyl, n-butyl,
i-butyl, -C(=O)NH(methyl), -C(=O)NH(ethyl),
-SO₂(methyl), -SO₂(ethyl), -SO₂(phenyl),
-C(=O)O(methyl), -C(=O)O(ethyl), -C(=O)(methyl),
-C(=O)(ethyl), and -C(=O)H;

10

R⁴⁸, at each occurrence, is independently selected from

H, methyl, ethyl, n-propyl, i-propyl, -C(=O)NH(methyl), -C(=O)NH(ethyl), -
C(=O)O(methyl), -C(=O)O(ethyl), -C(=O)(methyl), -C(=O)(ethyl), and -
C(=O)H;

15

k is 1; and

n is 1 or 2.

20 **16.** A compound of Claim 13 wherein:

X is -O- or -S-;

R¹ is selected from

25 ethyl substituted with Z,
propyl substituted with Z,
butyl substituted with Z,
propenyl substituted with Z,
butenyl substituted with Z,
30 ethyl substituted with R²,
propyl substituted with R²,
butyl substituted with R²,
propenyl substituted with R², and
butenyl substituted with R²;

35

Z is selected from H,
-CH(OH)R²,

-OR²,
 -SR²,
 -NR²R³,
 -C(O)R²,
 5 -C(O)NR²R³,
 -NR³C(O)R²,
 -C(O)OR²,
 -S(O)R²,
 -S(O)₂R²,
 10 -S(O)₂NR²R³, and -NR³S(O)₂R²;

R², at each occurrence, is independently selected from
 phenyl substituted with 0-3 R⁴²;
 naphthyl substituted with 0-3 R⁴²;
 15 cyclopropyl substituted with 0-3 R⁴¹;
 cyclobutyl substituted with 0-3 R⁴¹;
 cyclopentyl substituted with 0-3 R⁴¹;
 cyclohexyl substituted with 0-3 R⁴¹;
 pyridyl substituted with 0-3 R⁴¹;
 20 indolyl substituted with 0-3 R⁴¹;
 indolinyl substituted with 0-3 R⁴¹;
 benzimidazolyl substituted with 0-3 R⁴¹;
 benzotriazolyl substituted with 0-3 R⁴¹;
 benzothienyl substituted with 0-3 R⁴¹;
 25 benzofuranyl substituted with 0-3 R⁴¹;
 phthalimid-1-yl substituted with 0-3 R⁴¹;
 inden-2-yl substituted with 0-3 R⁴¹;
 2,3-dihydro-1H-inden-2-yl substituted with 0-3 R⁴¹;
 indazolyl substituted with 0-3 R⁴¹;
 30 tetrahydroquinolinyl substituted with 0-3 R⁴¹; and
 tetrahydro-isoquinolinyl substituted with 0-3 R⁴¹;

R³, at each occurrence, is independently selected from
 H, methyl, and ethyl;

35 R⁵ is H;

R⁶ is H;

R⁷, R⁸, and R⁹, at each occurrence, are independently selected from H, F, Cl, methyl,
ethyl, methoxy, -CF₃,
5 and -OCF₃;

R⁴¹, at each occurrence, is independently selected from
H, F, Cl, Br, OH, CF₃, NO₂, CN, =O, methyl, ethyl, propyl, butyl, methoxy,
and ethoxy;
10

R⁴², at each occurrence, is independently selected from
H, F, Cl, Br, OH, CF₃, SO₂R⁴⁵, SR⁴⁵, NR⁴⁶R⁴⁷, OR⁴⁸, NO₂, CN, =O,
methyl, ethyl, propyl, butyl, methoxy, and ethoxy;

15 R⁴⁵ is methyl, ethyl, propyl, or butyl;

R⁴⁶, at each occurrence, is independently selected from H, methyl, ethyl, propyl, and
butyl;

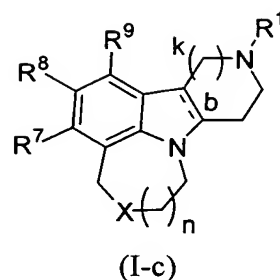
20 R⁴⁷, at each occurrence, is independently selected from
H, methyl, ethyl, n-propyl, i-propyl, n-butyl,
i-butyl, -C(=O)NH(methyl), -C(=O)NH(ethyl),
-SO₂(methyl), -SO₂(ethyl), -SO₂(phenyl),
-C(=O)O(methyl), -C(=O)O(ethyl), -C(=O)(methyl),
25 -C(=O)(ethyl), and -C(=O)H;

R⁴⁸, at each occurrence, is independently selected from
H, methyl, ethyl, n-propyl, i-propyl, -C(=O)NH(methyl), -C(=O)NH(ethyl), -
C(=O)O(methyl), -C(=O)O(ethyl), -C(=O)(methyl), -C(=O)(ethyl), and -
30 C(=O)H;

k is 1; and

n is 1 or 2.
35

17. A compound of Claim 13 of Formula (I-c)



wherein:

5 b is a single bond or a double bond;

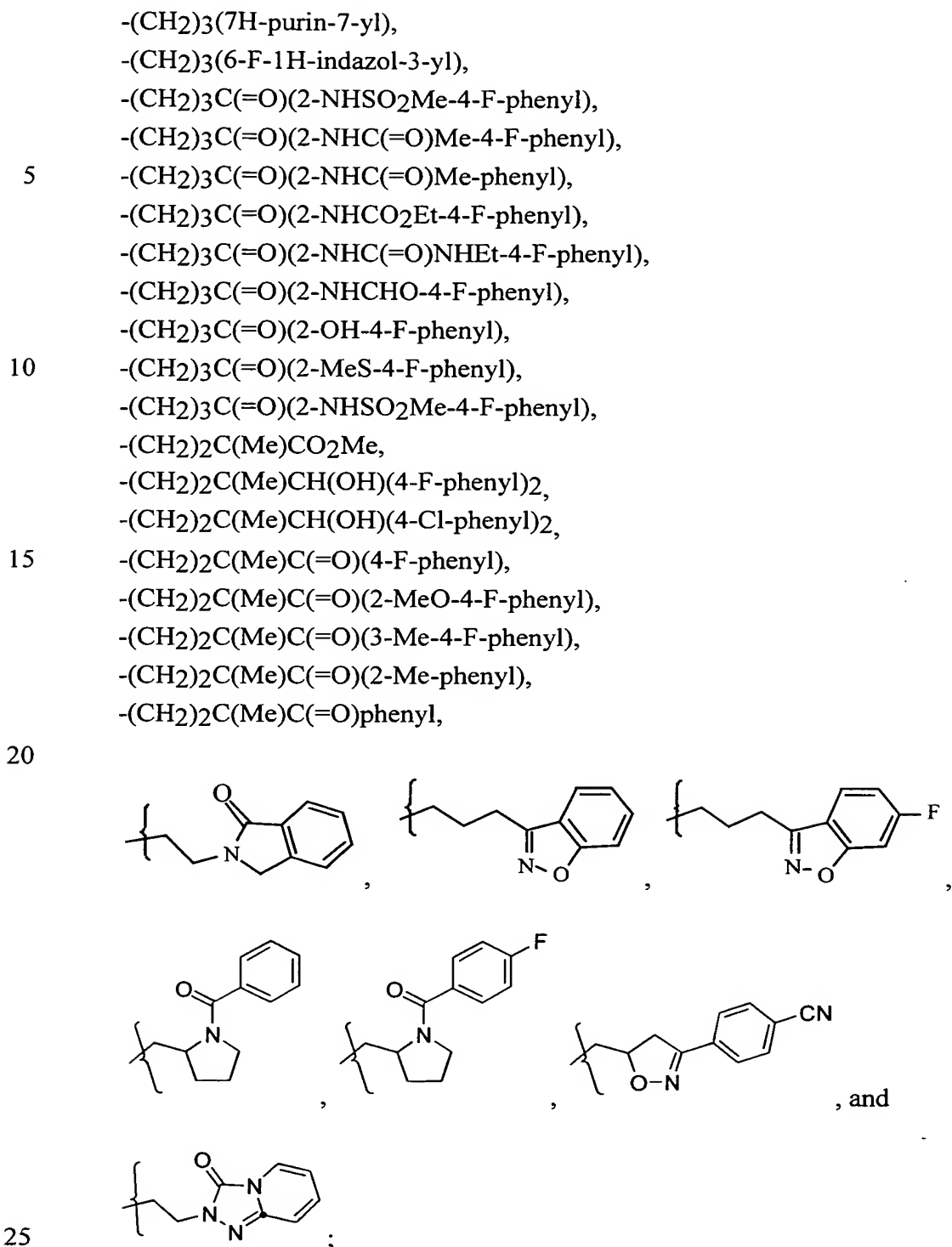
X is -S- or -O-;

R¹ is selected from

- 10 -(CH₂)₃C(=O)(4-fluoro-phenyl),
 -(CH₂)₃C(=O)(4-bromo-phenyl),
 -(CH₂)₃C(=O)(4-methyl-phenyl),
 -(CH₂)₃C(=O)(4-methoxy-phenyl),
 -(CH₂)₃C(=O)(4-(3,4-dichloro-phenyl)phenyl),
 15 -(CH₂)₃C(=O)(3-methyl-4-fluoro-phenyl),
 -(CH₂)₃C(=O)(2,3-dimethoxy-phenyl),
 -(CH₂)₃C(=O)(phenyl),
 -(CH₂)₃C(=O)(4-chloro-phenyl),
 -(CH₂)₃C(=O)(3-methyl-phenyl),
 20 -(CH₂)₃C(=O)(4-t-butyl-phenyl),
 -(CH₂)₃C(=O)(3,4-difluoro-phenyl),
 -(CH₂)₃C(=O)(2-methoxy-5-fluoro-phenyl),
 -(CH₂)₃C(=O)(4-fluoro-1-naphthyl),
 -(CH₂)₃C(=O)(benzyl),
 25 -(CH₂)₃C(=O)(4-pyridyl),
 -(CH₂)₃C(=O)(3-pyridyl),
 -(CH₂)₃CH(OH)(4-fluoro-phenyl),
 -(CH₂)₃CH(OH)(4-pyridyl),
 -(CH₂)₃CH(OH)(2,3-dimethoxy-phenyl),
 30 -(CH₂)₃S(3-fluoro-phenyl),
 -(CH₂)₃S(4-fluoro-phenyl),
 -(CH₂)₃S(=O)(4-fluoro-phenyl),
 -(CH₂)₃SO₂(3-fluoro-phenyl),

- (CH₂)₃SO₂(4-fluoro-phenyl),
- (CH₂)₃O(4-fluoro-phenyl),
- (CH₂)₃O(phenyl),
- (CH₂)₃O(3-pyridyl),
- 5 -(CH₂)₃O(4-pyridyl),
- (CH₂)₃O(2-NH₂-phenyl),
- (CH₂)₃O(2-NH₂-5-F-phenyl),
- (CH₂)₃O(2-NH₂-4-F-phenyl),
- (CH₂)₃O(2-NO₂-4-F-phenyl),
- 10 -(CH₂)₃O(2-NH₂-3-F-phenyl),
- (CH₂)₃O(2-NH₂-4-Cl-phenyl),
- (CH₂)₃O(2-NH₂-4-OH-phenyl),
- (CH₂)₃O(2-NH₂-4-Br-phenyl),
- (CH₂)₃O(2-NHC(=O)Me-4-F-phenyl),
- 15 -(CH₂)₃O(2-NHC(=O)Me-phenyl),
- (CH₂)₃NH(4-fluoro-phenyl),
- (CH₂)₃N(methyl)(4-fluoro-phenyl),
- (CH₂)₃CO₂(ethyl),
- (CH₂)₃C(=O)N(methyl)(methoxy),
- 20 -(CH₂)₃C(=O)NH(4-fluoro-phenyl),
- (CH₂)₂NHC(=O)(phenyl),
- (CH₂)₂NMeC(=O)(phenyl),
- (CH₂)₂NHC(=O)(2-fluoro-phenyl),
- (CH₂)₂NMeC(=O)(2-fluoro-phenyl),
- 25 -(CH₂)₂NHC(=O)(4-fluoro-phenyl),
- (CH₂)₂NMeC(=O)(4-fluoro-phenyl),
- (CH₂)₂NHC(=O)(2,4-difluoro-phenyl),
- (CH₂)₂NMeC(=O)(2,4-difluoro-phenyl),
- (CH₂)₃(3-indolyl),
- 30 -(CH₂)₃(1-methyl-3-indolyl),
- (CH₂)₃(1-indolyl),
- (CH₂)₃(1-indoliny),
- (CH₂)₃(1-benzimidazolyl),
- (CH₂)₃(1H-1,2,3-benzotriazol-1-yl),
- 35 -(CH₂)₃(1H-1,2,3-benzotriazol-2-yl),
- (CH₂)₂(1H-1,2,3-benzotriazol-1-yl),
- (CH₂)₂(1H-1,2,3-benzotriazol-2-yl),

- (CH₂)₃(3,4 dihydro-1(2H)-quinolinyl),
- (CH₂)₂C(=O)(4-fluoro-phenyl),
- (CH₂)₂C(=O)NH(4-fluoro-phenyl),
- CH₂CH₂(3-indolyl),
- 5 -CH₂CH₂(1-phthalimidyl),
- (CH₂)₄C(=O)N(methyl)(methoxy),
- (CH₂)₄CO₂(ethyl),
- (CH₂)₄C(=O)(phenyl),
- (CH₂)₄(cyclohexyl),
- 10 -(CH₂)₃CH(phenyl)₂,
- CH₂CH₂CH=C(phenyl)₂,
- CH₂CH₂CH=CMe(4-F-phenyl),
- (CH₂)₃CH(4-fluoro-phenyl)₂,
- CH₂CH₂CH=C(4-fluoro-phenyl)₂,
- 15 -(CH₂)₂(2,3-dihydro-1H-inden-2-yl),
- (CH₂)₃C(=O)(2-NH₂-phenyl),
- (CH₂)₃C(=O)(2-NH₂-5-F-phenyl),
- (CH₂)₃C(=O)(2-NH₂-4-F-phenyl),
- (CH₂)₃C(=O)(2-NH₂-3-F-phenyl),
- 20 -(CH₂)₃C(=O)(2-NH₂-4-Cl-phenyl),
- (CH₂)₃C(=O)(2-NH₂-4-OH-phenyl),
- (CH₂)₃C(=O)(2-NH₂-4-Br-phenyl),
- (CH₂)₃(1H-indazol-3-yl),
- (CH₂)₃(5-F-1H-indazol-3-yl),
- 25 -(CH₂)₃(7-F-1H-indazol-3-yl),
- (CH₂)₃(6-Cl-1H-indazol-3-yl),
- (CH₂)₃(6-Br-1H-indazol-3-yl),
- (CH₂)₃C(=O)(2-NHMe-phenyl),
- (CH₂)₃(1-benzothien-3-yl),
- 30 -(CH₂)₃(6-F-1H-indol-1-yl),
- (CH₂)₃(5-F-1H-indol-1-yl),
- (CH₂)₃(6-F-2,3-dihydro-1H-indol-1-yl),
- (CH₂)₃(5-F-2,3-dihydro-1H-indol-1-yl),
- (CH₂)₃(6-F-1H-indol-3-yl),
- 35 -(CH₂)₃(5-F-1H-indol-3-yl),
- (CH₂)₃(5-F-1H-indol-3-yl),
- (CH₂)₃(9H-purin-9-yl),



R⁷, R⁸, and R⁹, at each occurrence, are independently selected from

hydrogen, fluoro, chloro, bromo, cyano, methyl, ethyl, propyl, isopropyl, butyl, t-butyl, nitro, trifluoromethyl, methoxy, ethoxy, isopropoxy, trifluoromethoxy, phenyl, benzyl,

5 HC(=O)-, methylC(=O)-, ethylC(=O)-, propylC(=O)-, isopropylC(=O)-, n-butylC(=O)-, isobutylC(=O)-, secbutylC(=O)-, tertbutylC(=O)-, phenylC(=O)-,

10 methylC(=O)NH-, ethylC(=O)NH-, propylC(=O)NH-, isopropylC(=O)NH-, n-butylC(=O)NH-, isobutylC(=O)NH-, secbutylC(=O)NH-, tertbutylC(=O)NH-, phenylC(=O)NH-,

methylamino-, ethylamino-, propylamino-, isopropylamino-, n-butylamino-, isobutylamino-, secbutylamino-, tertbutylamino-, phenylamino-,

15 provided that two of substituents R⁷, R⁸, and R⁹, are independently selected from hydrogen, fluoro, chloro, bromo, cyano, methyl, ethyl, propyl, isopropyl, butyl, t-butyl, nitro, trifluoromethyl, methoxy, ethoxy, isopropoxy, and trifluoromethoxy;

k is 1 or 2; and

20

n is 1 or 2.

18. A compound of Claim 1 wherein b is a single bond.

25 **19.** A pharmaceutical composition comprising a pharmaceutically acceptable carrier and a therapeutically effective amount of a compound of Claim 1 or a pharmaceutically acceptable salt thereof.

30 **20.** A method for treating a human suffering from a disorder associated with 5HT_{2C} receptor modulation comprising administering to a patient in need thereof a therapeutically effective amount of a compound of Claim 1, or a pharmaceutically acceptable salt thereof.

35 **21.** A method of Claim 20 for treating a human suffering from a disorder associated with 5HT_{2C} receptor modulation wherein the compound is a 5HT_{2C} agonist.

22. A method for treating a human suffering from a disorder associated with 5HT2A receptor modulation comprising administering to a patient in need thereof a therapeutically effective amount of a compound of Claim 1, or a pharmaceutically acceptable salt thereof.

5

23. A method of Claim 22 for treating a human suffering from a disorder associated with 5HT2A receptor modulation wherein the compound is a 5HT2A antagonist.

24. A method for treating obesity comprising administering to a patient in need thereof a therapeutically effective amount of a compound of Claim 1, or a pharmaceutically acceptable salt thereof.

10

25. A method for treating schizophrenia comprising administering to a patient in need thereof a therapeutically effective amount of compound of Claim 1, or a pharmaceutically acceptable salt thereof.

15

26. A method for treating depression comprising administering to a patient in need thereof a therapeutically effective amount of a compound of Claim 1, or a pharmaceutically acceptable salt thereof.

20